STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

•	, and , and , and , and , and		4. Lease Designation and Serial No.
			ML-43033
APPLICATION FOR	PERMIT TO DRILL, DE	EPEN, OR PLUG BACK	6. If Indian, Allottes or Tribe Name
La. Type of Work	057351 5		7. Unit Agreement Name
DRILL IN	DEEPEN [PLUG BACK	Drunkards Wash UTU67921:
Oil Gas Well Well	Coalbed Methan	e Single Multiple Zone	3. Farm or Lease Name
L. Name of Operator		20114	UTAH
River Gas Corpo	ration		9. Well No.
Address of Operator	na Paulanani Nambaa	rt. Al. 35476	02-166
	er Boulevard Northpo:		10. Field and Pool, or Wilders Wildcat
At surface 1219' FNL &	1738' FEL	icate requirements.")	11. 00. Set., f., f., n., or six.
At proposed prod. zane		·	NW/NE, SEC. 2, T15S, R8E
4. Distance in miles and direction for			12. County or Partish 13. State
	NORTHWEST OF PRICE, U		CARBON UT.
15. Distance from proposed* location to nearest property or lease line, ft. (Also to nearest drig, line, if any)			o. of acres assigned this well 40
 Distance from proposed location^a to nearest well, drilling, complete 	d.		otary or cable tools
or applied for, on this lease, ft. 1. Elevations (Show whether DF, ET	1,700'	3,779'	Rotary
	, GA, RE.)		22. Approx. date work will start*
6919' GR			April, 1997
		AND CEMENTING PROGRAM	
	of Casing Weight per Foot	Setting Depth	Quantity of Cement
11"	8 5/8 ¹¹ 24#	300'	110 sx Class G, 15.8 ppg
7 7/8"	5 1/2 17#	3,749'	50/50 Pozmix, tail RFC
	SEE EXHIBIT "B"	***	
			and the second of the second
EXHIBITS AT	rached:		
EXHIBIT "A"	Location Plat		
EXHIBIT "B"	Drilling Program		*************************************
EXHIBIT "C"	BOPE Diagram		
EXHIBIT "D"	Surface Use Plan		
EXHIBIT "E"	Proposed Location/Ac	ccess	ND 0 - 1000
EXHIBIT "F"	Typical Road X-Sect:	1.5 t 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	AR 2 9 1996
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	Well Site Layout		ing kanalang at pagkan pag Pagkan pagkan pagka
EXHIBIT "I"		A. A	
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revenue program, it any.	ort is true and complete to the bes		
	- 1 /	•	March 22, 1996
Signed Terry D. Burns	Jerry V. Dwar Tille	Geologist	Date
(This space for Feneral or State of	lice use)		
WIN. 43-007-2	30 337	Anners Duce	
MAN	11/1	1	
Amproved by	ettelle ====	epoleum mammer	- 12/3/96
Conditions of approval, if any		0	

EXHIBIT "A"

determined the location of #02-166 Utah to be 1219'FN & 1738'FE Section 2 , Township 15 S. Ronge 8 E. of the Salt Lake Principal Meridian, Carbon Utah be bereby certify that this plat is an accurate representation of a correct 22 140833-2201s yey showing the location of :岩灣02-166 Utah THUMAS E. Date: 10-17-95 State of White State of White Surveyor No 22-140833-2201

State of Utah STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

•					4. Lose Designatio	n and Secral No.
					ML-43033	
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Oil Gas Well Well	Co Other Co	oalbed Methane		ultiple	3. Farm or Lease !	(ame
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	Corporation				9. Well No.	
Address of Operator					02-166	
511 Energy	Center Boulev	vard Northpor	t, Al. 35476		10. Field and Pool,	e Willes
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- I hereby certify that	this report is true and	complete to the best	of my knowledge.		·· ·· ·· ·· ·· ·· ·· ·· ·· ·· ·· ·· ··	
Signed Terry D. B	urns Zens V.	Burn -	Geologist		Man	ch 22, 1996
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EXHIBIT "A"

Range 8 E. of the Salt Lake Principal Meridian, Utah Carbon pereby certify that this plat is an accurate representation of a correct 22-140833-22018 Livey showing the location of 786MASE. :另對02-166 Utah Date: 10-17-95

State of

State of University State of Land Surveyor No 22-140833-2201

Utah

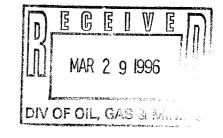


RIVER GAS CORPORATION

511 Energy Center Blvd.
Northport, Alabama 35476
Phone (205) 759-3282
Fax (205) 759-3188 (Accounting)
Fax (205) 758-5309 (Corporate)

March 22, 1996

Mr. Michael Hebertson Utah Division of Oil, Gas, & Mining Suite 350, 3 Triad Center 355 West North Temple Salt Lake City, Ut. 84180



Dear Mr. Hebertson:

Enclosed are the 33 well permit applications that you had recently returned to us per our request. As you know, these were filed originally in December, and after further discussions with management, we would like to have these enter the approval process at this time.

The permits are for the wells listed below:

Telonis 21-90	Fausett 16-144	Utah	32-158
Marsing 25-134	Telonis 16-145	Utah	32-159
Utah 36-135	Parr 16-146	Utah	32-160
Utah 36-136	Christiansen 17-147	Utah	32-161
Utah 36-137	Christiansen 17-148	Utah	32-162
Utah 02-138	Birkinshaw 18-149	Utah	36-163
Utah 02-139	Telonis 20-152	Utah	36 - 164
Utah 02-140	Telonis 20-153		36-165
Utah 02-141	Telonis 2 1- 154		02-166
Telonis 15-142	Telonis 29-155		02-167
Fausett 16-143	Telonis 30-157	Utah	02-168

You will notice that wells 25-134, 36-164, 36-165, and 02-166, are all located outside of 400' "window" required for their townships. Due to topographical constraints, we ask that an exception to location be granted.

Cultural surveys have been conducted for the "Utah" well sites, and should be on file at your agency.

Also, please accept this letter as our request that all information regarding these permits be kept confidential, if said information is eligible for such consideration. This request is made in accordance with State of Utah Oil & Gas rule # R649-2-11.

Thank you for your assistance. Please feel free to call if you have any questions.

Sincerely,

Terry D. Burns

Zerry D. Burs



RIVER GAS CORPORATION

UTAH OPERATIONS 1305 South 100 East Price, Utah 84501 Bus. (801) 637-8876 FAX (801) 637-8924

March 22, 1996

CERTIFIED MAIL		
RETURN RECEIPT	 	

Nick Sampinos, Esquire Attorney in Fact for Telonis Family First Interstate Bank Building 80 West Main, Suite 201 Price, UT 84501

RE:

Proposed RGC/Telonis 19-154 Coalbed Methane Gas Well SE/SW, Section 29, T14S, R9E, SLM, Carbon County, Utah

Dear Mr. Sampinos:

River Gas Corporation ("RGC") has filed an Application for Permit to Drill ("APD") with the Division of Oil, Gas, and Mining ("DOGM"). An on-site inspection for this proposed well has been scheduled with the staff of the DOGM for April 9, 1996 beginning at 10:00 AM. Several on-sites are scheduled for this date. We will begin the on-sites at the location of the E.G. Telonis #1 well.

We provided the DOGM with a copy of the Memorandum of Surface Land Use Agreement that pertains to the development of this proposed well. DOGM required that prior to scheduling the on-site. Their regulations require that an operator provide them with evidence of surface owner consent for construction of a well site and its facilities. Also, as part of DOGM's permitting regulations, the surface owner has to be notified of any on-site inspection. This gives the surface owner the opportunity to attend the on-site or submit written comments to the DOGM during the APD review process. By attending, the surface owner can confirm that the manner in which operations are proposed is in compliance with the land use agreement for the site.

After being provided with notice of the on-site, you are not required to be present in order for the on-site to be done. If you do not attend the on-site, it will be assumed that you did not want to participate. If you have any questions on this scheduled on-site, please call me at our office in Price at (801)637-8876. You may also call the DOGM in Salt Lake City, Utah at (801)538-5340.

Sincerely,

Steven L. Prince

Regulatory Manager

cc:

Mike Hebertson, DOGM Joey Stephenson, RGC

EXHIBIT "B"

DRILLING PROGRAM

Attached to Form 3 River Gas Corp. #02-166 Utah NW/4 NE/4 Sec. 2, T15S, R8E 1219' FNL & 1738' FEL Carbon County, Utah

1. The Geologic Surface Formation

Upper Mancos Shale

2. Estimated Tops of Important Geologic Markers.

Blue Gate/Ferron 3360' Ferron/Tununk 3649'

3. Projected Gas & H2O zones (Ferron Formation)

Coals and sandstones - 3359' to 3529'

No groundwater is expected to be encountered.

Casing & cementing will be done to protect potentially productive hydrocarbons, lost circulation zones, abnormal pressure zones, and prospectively valuable minerals deposits. All indications of usable water will be reported.

Surface casing will be tested to 2000 psi.

4. The Proposed Casing and Cementing Programs

HOLE SIZE	SETTING DEPTH (INTERVAL)	SECTION LENGTH	SIZE (OD)	WEIGHT, GRADE & JOINT	NEW, USED
11	300'	300'	8 5/8	24#	new
7 7/8	3749	3749	5 1/2	17#	new

Cement Program

Surface Casing: 110 sx Class G, 15.8 ppg cement

Production Casing: 50/50 Pozmix and tail in with RFC. The 50/50

Pozmix accounts for 75% total cement, RFC 25%.

Total sx cement 419.

Cement volumes will vary depending or formations encountered and hole conditions.

The following shall be entered in the driller's log:

- (1) Blowout preventer pressure tests, including test pressures and results;
- (2) Blowout preventer tests for proper functioning;
- (3) Blowout prevention drills conducted;
- (4) Casing run, including size, grade, weight, and depth set;
- (5) How the pipe was cemented, including amount of cement, type, whether cement circulated, location of the cementing tools, etc.;
- (6) Waiting on cement time for each casing string;
- (7) Casing pressure tests after cementing, including test pressures and results.

5. The Operator's Minimum Specifications for Pressure Control

EXHIBIT "C" is a schematic diagram of the blowout preventer equipment. A double gate 3000 psi BOPE will be used with a rotating head. This equipment will be tested to 2000 psi. All tests will be recorded in a Driller's Report Book. Physical operation of BOP's will be checked on each trip.

6. The Type and Characteristics of the Proposed Circulating Muds

7. The Testing, Logging and Coring Programs to be Followed

0-300 Gamma Ray
300-TD Gamma Ray, Density, Neutron Porosity,
Induction, Caliper

Any Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures have been noted or reported in wells drilled in the area nor at the depths anticipated in this well. Bottom hole pressure expected is 1814 psi maximum.

No hydrogen sulfide or other hazardous gases or fluids have been found, reported or are known to exist at these depths in the area.

8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled in September 1996.

Verbal and/or written notifications listed below shall be submitted in accordance with instructions from the Division of Oil, Gas & Mining:

- (a) prior to beginning construction;
- (b) prior to spudding;
- (c) prior to running any casing or BOP tests;
- (d) prior to plugging the well, for verbal plugging instructions.

Spills, blowouts, fires, leaks, accidents or other unusual occurrences shall be reported to the Division of Oil, Gas & Mining immediately.

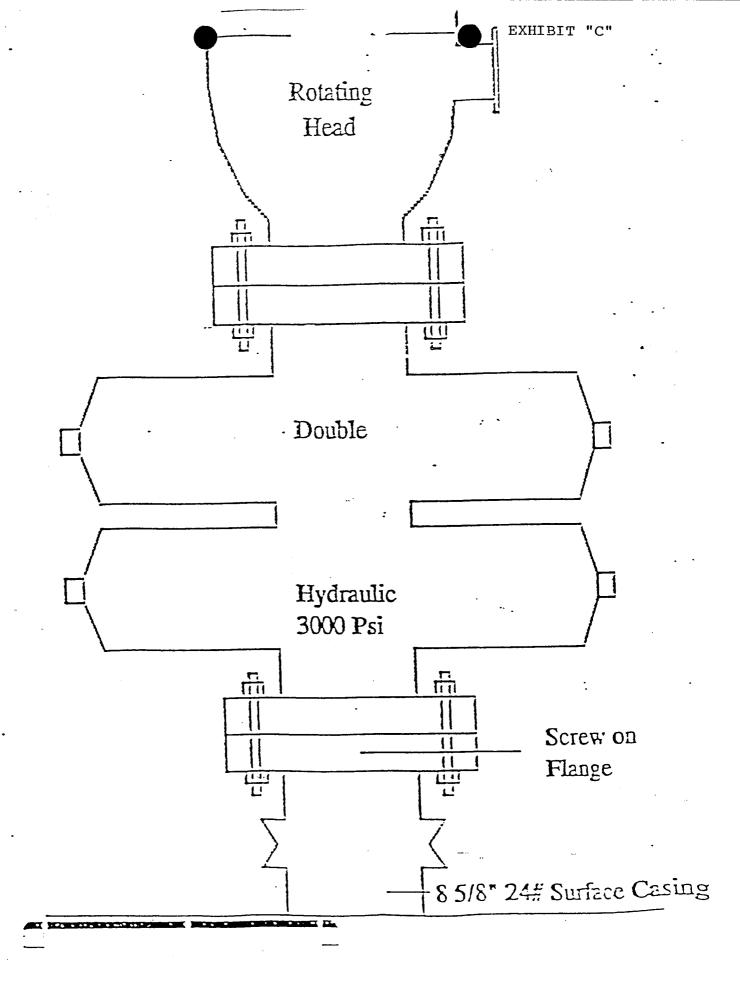


EXHIBIT "D"

MULTIPOINT SURFACE USE PLAN

Attached to Form 3
River Gas Corp.
#02-166 Utah
NW/4 NE/4, Sec. 2, T15S, R8E
1219' FNL & 1738' FEL
Carbon County, Utah

1. EXISTING ROADS

- A. See Exhibit "E". We do not plan to change, alter or improve upon any existing state or county roads. Existing roads will be maintained in same or better condition.
- B. From intersection Hwy. 6 and Westwood Blvd. in Price, travel westerly & northerly on Westwood Blvd. 1.3 mile to Gordon Creek Rd., then left & westerly on Gordon Creek Rd. 0.45 mile to gravel County road on left, then westerly on County road 6.0 miles to dirt road on left, then southerly on dirt road 2.4 miles to proposed access to #36-165, continue southwest and south approximately 2 miles, then west and north approximately 1 mile to railroad crossing, continue west .6 mile, then north on access to #02-167 .9 mile, then east to #02-167 location. Continue easterly ±1600' to proposed location.

2. PLANNED ACCESS

See Exhibit "E". ±1600' new access will be required.

- A. Maximum Width: 14' travel surface with 27'base
- B. Maximum grade: 3%
- C. Turnouts: No
- D. Drainage design: Natural drainage will be retained. Water will be diverted around well pad as necessary.
- E. Cuts and fills: None
- F. Surfacing materials: 4" sand and gravel if necessary.
- G. Gates, cattleguards, fence cuts: One gate or cattleguard.

If well is productive, road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.

3. LOCATION OF EXISTING WELLS

A. See Exhibit "E". There are no existing wells within one mile of the proposed location.

4. LOCATION OF EXISTING AND/OR PROPOSED FACILITIES

- A. If the well is a producer, installation of production facilities will be as shown on EXHIBIT "H". Buried powerlines run along access on the east or north, gathering lines on the south or west.
- B. Rehabilitation of all pad areas not used for production facilities will be made in accordance with landowner stipulations.

5. LOCATION AND TYPE OF WATER SUPPLY

- A. Water to be used for drilling will be purchased from the Price River Water Improvement District (tel. 801-637-6350). This has been arranged by Mr. Michael J. Farrens, Vice President of River Gas Corp. Utah Operations. He has been in contact with Mr. Phillip Palmer. Mr. Farrens has discussed this arrangement with Mark Page of the Division of Water Rights (tel. 801-637-1303) over the telephone. The Division of Water Rights is to furnish the Oil & Gas Division with a letter of approval concerning this matter.
- B. Water will be transported by truck over approved access roads.
- C. No water well is to be drilled for this location.

6. SOURCE OF CONSTRUCTION MATERIALS

- A. Any construction materials needed will be obtained locally and hauled to the location on existing roads.
- B. No construction or surfacing materials will be taken from Federal/Indian land.

7. METHODS FOR HANDLING WASTE DISPOSAL

A. As the well will be air drilled, a small reserve pit will be constructed with a minimum of one-half the total depth below the original ground surface on the lowest point within the pit. The pit will not be lined unless

- C. In the event fluids are produced, any oil will be retained in tankage until sold and any water produced will be retained until its quality can be determined. The quality and quantity of the water will determine the method of disposal.
- D. Trash will be contained in a portable metal container and will be hauled from location periodically and disposed of at an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an appropriate disposal site.

8. ANCILLARY FACILITIES

A. We anticipate no need for ancillary facilities with the exception of three trailers to be located on the drill site.

9. WELLSITE LAYOUT

- A. Available topsoil will be removed from the location and stockpiled. If ground frost prevents the segregation and removal of the topsoil material from the less desirable subsoil material, cross-ripping to the depth of the topsoil material may be necessary. Location of mud tanks, reserve and burn pits, and soil stockpiles will be located as shown on the attachments.
- B. A blooie pit will be located 150' diagonally from the drill hole. A line will be placed on the surface from the center hole to the burn pit. Burn pit will not be lined, but will be fenced on four sides to protect livestock/wildlife.
- C. Access to the well pad will be as shown on Exhibit "G".

D. Natural runoff will be diverted around the well pad.

10. PLANS FOR RESTORATION OF SURFACE

- A. All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum.
- B. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner.
- C. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when the rig is released and removed.
- D. Any oil accumulation on the pit will be removed or overhead flagged as dictated by then existing conditions.
- E. Date of commencement will be September, 1996. Rehabilitation will commence following completion of the well. Rat and mouse holes will be filled immediately upon release of the drilling rig from the location. If the wellsite is to be abandoned, all disturbed areas will be recontoured to the natural contour as is possible.

11. SURFACE OWNERSHIP

A. The wellsite and access road will be constructed on lands owned by SITLA, #3 Triad Center, Ste. 400, Salt Lake City, UT 84180-1204. The operator shall contact the landowner and the Division of Oil, Gas & Mining 48 hours prior to beginning construction activities.

12. OTHER INFORMATION

The primary surface use is grazing. The nearest dwelling is in Price, 15.7 miles east-southeast of location. Nearest live water is Gordon Creek.

If there is snow on the ground when construction begins, it will be removed before the soil is disturbed, and piled downhill from the topsoil stockpile location.

The backslope will be constructed no steeper than 4:1, the foreslope no steeper than 4:1.

All equipment and vehicles will be confined to the access road and well pad.

A complete copy of the approved Application for Permit to

Drill (APD) including conditions and stipulations, shall be on the wellsite during construction and drilling operations.

There will be no deviation from the proposed drilling and/or workover program without prior approval from the Division of Oil, Gas & Mining.

13. COMPANY REPRESENTATIVE

THROUGH A.P.D. APPROVAL

Janet Watson Agent/Consultant for River Gas Corp. P. O. Box 440889 Aurora, Co. 80044 (303) 321-2217

FIELD REPRESENTATIVE

Steve Prince (801) 637-8876 M-(801) 636-5256

MAIL APPROVED A.P.D. TO

Terry Burns River Gas Corp. 511 Energy Cntr. Blvd. Northport, AL 35476 (205) 759-3282

DIRT CONTRACTOR

NELCO Larry Jensen (801) 637-3495 M-(801) 636-5268

14. CERTIFICATION

I hereby certify that I, or persons under my direct supervision have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated with the operations proposed herein will be performed by River Gas Corp. and its subcontractors in conformity with this plan and the terms and conditions under which it is approved.

12/13/95

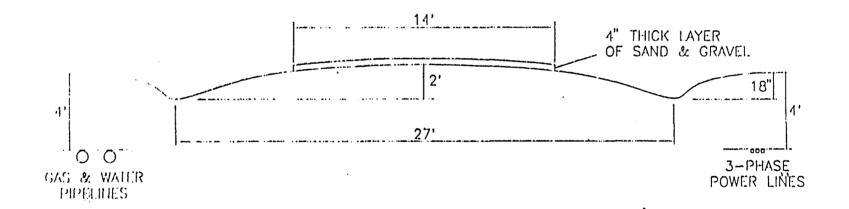
Date

Janet Watson

Agent for River Gas Corp.



RIVER GAS CORPORATION

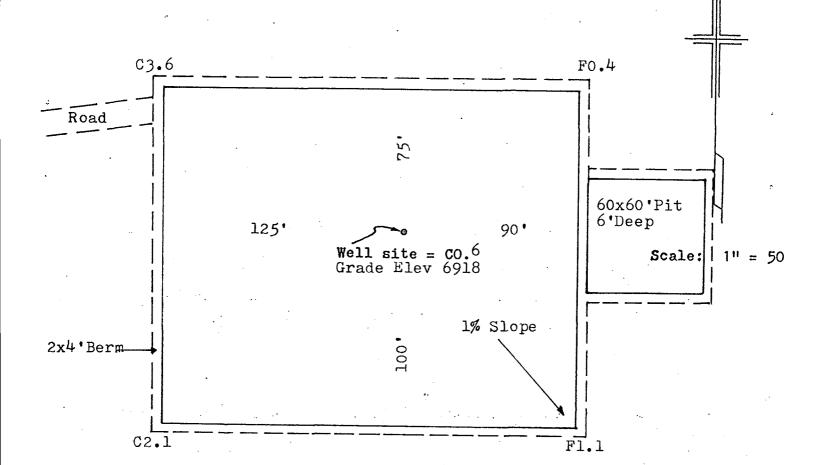


TYPICAL ROAD CROSS-SECTION

NOT TO SCALE

TOPOGRAPHIC MAP

River Gas Corp. #02-166 Utah 1219'FN & 1738'FE 2-15S-8E Carbon County, Utah



Powers Elevation
10-17-95

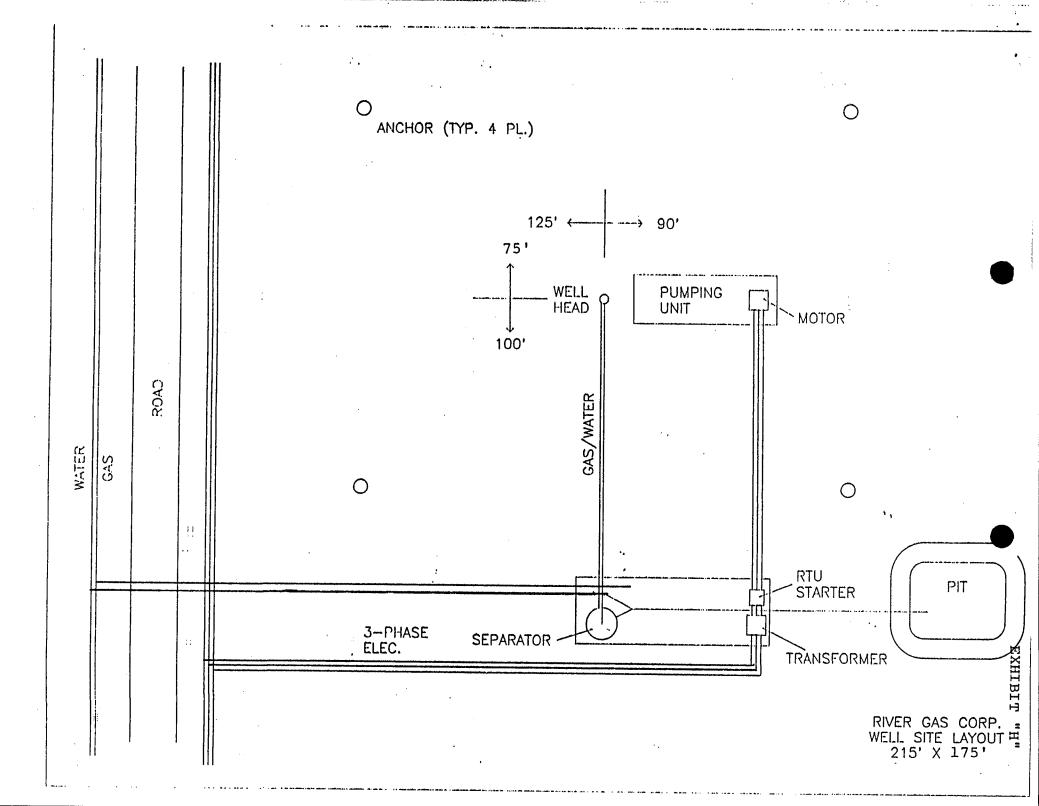


EXHIBIT "I"

AMSOUT#1:EANK OF ALABAMA
1900 FIFTH AVENUE NORTH
BIRMINGHAM, ALABAMA 35203 USA
OUR REFERENCE NUMBER: S308586

International Services

Birmingham:

TELEX: 6827189

Cable: AMSOUBKBHM S.W.I.F.T. AMSB US 44

Mobile:

TELEX: 6821116 Cable: AMSOMBL S.W.I.F.T. AMSB US 44

AMENDMENT NUMBER: 002 TO LETTER OF CREDIT NUMBER: 5308586 DATE: NOVEMBER 13, 1995

AT THE REQUEST OF RIVER GAS CORPORATION 3600 WATERMELON ROAD SUITE 204 NORTHPORT, ALABAMA 35476 AND FOR THE ACCOUNT OF SAME

WE HEREBY AMEND OUR LETTER OF CREDIT NUMBER \$308586 DATED DECEMBER 3, 1993 OPENED IN YOUR FAVOR AS FOLLOWS:

-ACCOUNT PARTY'S ADDRESS IS CHANGED TO: 511 ENERGY CENTER BLVD NORTHPORT. ALABAMA 35476

REFERENCES HEREIN TO AMSOUTH BANK N.A. SHALL BE DEEMED TO REFER TO AMSOUTH BANK OF ALABAMA.

ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.
THIS AMENDMENT BECOMES AN INTEGRAL PART OF THE ORIGINAL LETTER OF CREDIT AND IS TO BE ATTACHED THERETO.

AUTHORIZED SIGNATURE

AmSouth Bank

FMSÖÜTH BANK OF ALABAMA
1900 FIFTH AVENUE NORTH
BIRMINGHAM, ALABAMA 35203 USA
OUR REFERENCE NUMBER: 5304606

EXHIBIT "I"

International Services

Birmingham:

TELEX: 6827189 Cable: AMSOUBKBHM S.W.I.F.T. AMSB US 44

Mobile:

TELEX: 6821116 Cable: AMSOMBL S.W.I.FT. AMSB US 44

AMENDMENT NUMBER: 005

TO LETTER OF CREDIT NUMBER: \$30460

DATE: NOVEMBER 13, 1995

BENEFICIARY:
STATE OF UTAH, DEPARTMENT OF
NATURAL RESOURCES, DIVISION OF
STATE LANDS AND FORESTRY
#3 TRIAD CENTER SUITE 400
255 WEST TEMPLE
SALT LAKE, CITY, UTAH 84186-1204

AT THE REQUEST OF RIVER GAS CORPORATION 511 ENERGY CENTER BLVD NORTHPORT, ALABAMA 35476

WE HEREBY AMEND OUR LETTER OF CREDIT NUMBER \$304606 DATED DECEMBER 14, 1990 OPENED IN YOUR FAVOR AS FOLLOWS:

-ACCOUNT PARTY'S ADDRESS IS CHANGES TO: 511 ENERGY CENTER BLVD.
NORTHPORT, ALABAMA 35476

**REFERENCES HEREIN TO AMSOUTH BANK N.A. SHALL BE DEEMED TO REFER TO AMSOUTH BANK OF ALABAMA. **

ALL OTHER TERMS AND CONDITIONS REMAIN UNCHANGED.
THIS AMENDMENT BECOMES AN INTEGRAL PART OF THE ORIGINAL LETTER OF CREDIT AND IS TO BE ATTACHED THERETO.

AUTHORIZED SIGNATURE

A STATE OF THE STA

	DIVISION OF OIL	_ GAS AND MIN	IING A			5. Loese Designation at ML-43033	d Serial Number:
APPLICATION FOR PERMIT TO DRILL OR DEEPEN						6. If Indian, Allottee or T	ribe Name:
1A. Type of Work:	1A. Type of Work: DRILL (*) DEEPEN [e:
B. Type of Well: OIL GAS OTHER: SINGLE ZONE MULTIPLE ZONE						8. Farm or Lease Name Utah	:
2. Name of Operator: River Gas Co	orp.					9. Well Number: 02–166	
3 Address and Telephone Numb		thport, AL	35476			10. Field and Phol. or V Wildcat	VNdcat:
Location of Well (Footages) At Surface: At Proposed Producing Zone:	1219' FNL & 173					NW/NE, Sec T15S, R8E	wnship, Range, Meridian:
14. Distance in miles and directly 15.7 miles	on from nearest town or post office: West-northwest of	f Price, UT				12 County: Carbon	13. State: UTAH
15. Distance to nearest property or lease line (feet):	1219'	16. Number of acres in 660 . 44	loase:		40	of acres assigned to the	is well:
18. Distance to nearest well, drill completed, or applied for, or		19. Proposed Depth: 3779 ¹			20. Rotary Rot	or cable tools: ary	
21. Elevations (show whether DF 6919 GR	, RT, GR, etc.):			. <u> </u>		22. Approximate date September	
23.	PROPO	SED CASING	AND CEMENTING	G PROG	RAM_		
802E OF HOLE	GRADE, SIZE OF CASING	WEIGHT PER FOOT	300 !		110 cv	Class G, 1	
11" 7 7/8"	8 5/8"	24# 17#	3749'			Pozmix, tai	
1 1/0	3 1/2	2711	0.13				
	SEE EXHIBIT	"B"					
EXHIBITS AT EXHIBIT "A" EXHIBIT "C" EXHIBI	Location Plat Drilling Progr BOPE Diagram Surface Use Pl Proposed Locat Typical Road X Location Layou	ram tion/Access (-section	ine and proposed new prode			to drill or deepen direction	onelly, give portinent data on
24. Name & Signature:	met Watse	W	Title:	Agent River		orp.	Date: 12/13/95
(This space for State dec only) API Number Assigned:			Landania II		ch of Flu District	uid Minerals t) 5 1995

(1\93)

determined the location of #02-166 Utah to be 1219'FN & 1738'FE Section 2 , Township 15 S. Range 8 E. of the Salt Lake Principal Meridian, Carbon Utah bereby certify that this plat is an occurate representation of a correct 2 140923 2201s Hryey showing the location of MAS E. ·岁默02-166 Utah

10-17-95

State of Utah

WORKSHEET APPLICATION FOR PERMIT TO DRILL

API NO. ASSIGNED: 43-007-30337 APD RECEIVED: 03/29/96 WELL NAME: UTAH 02-166 OPERATOR: RIVER GAS CORPORATION (N1605) INSPECT LOCATION BY: PROPOSED LOCATION: NWNE 02 - T15S - R08E TECH REVIEW | Initials Date SURFACE: 1219-FNL-1738-FEL BOTTOM: 1219-FNL-1738-FEL Engineering CARBON COUNTY WILDCAT FIELD (001) Geology LEASE TYPE: STA Surface LEASE NUMBER: ML-43033 PROPOSED PRODUCING FORMATION: FRSD LOCATION AND SITING: RECEIVED AND/OR REVIEWED: / R649-2-3. Unit: DRUNKALOS WASH ✓ Plat Bond: Federal[] State[Fee[] R649-3-2. General. (Number LETTER OF CREOIT) μ Potash (Y/N)R649-3-3. Exception. \sqrt{N} Oil shale (Y/N)√ Water permit Drilling Unit. (Number <u>C,7Y of ffick</u>)

RDCC Review (Y/N) Board Cause no: Date: (Date: COMMENTS: STIPULATIONS:

RIVER GAS CORPORATION DEVELOPMENT DRILLING DRUNKARDS WASH AREA CARBON, COUNTY

Z.,	EF.	38-831-01 **
		DANANNU WARED
	881-S ⊕HATU	
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×××× HATU HATU 391-3£ ⊕491-3£	SE	STIL
HATU ®E91-8E ®S81-8E		

PREPARED: DATE: 17-APR-96

ON-SITE PREDRILL EVALUATION

Division of Oil, Gas and Mining

OPERATOR: River Gas Corporation

WELL NAME & NUMBER: Utah 2-166

API NUMBER: 43-007-30337

LEASE: ML-43033 FIELD/UNIT: Drunkards Wash

LOCATION: 1/4,1/4 NW NE Sec: 2 TWP:15S RNG: 8E 1219 FNL 1738 FEL

SURFACE OWNER: State Institutional Trust Lands Administration

PARTICIPANTS

Steve Prince & Brink Griffen - River Gas Corp. Bill Bates - DWR Larry Jensen - Nelco Construction

REGIONAL/LOCAL SETTING & TOPOGRAPHY

The proposed location lies on the eastern edge of the Wasatch Plateau on the first topographic shelf below the high set of cliffs but above the Mancos lowlands. The location lies on a flat ridge top. There is a minor drainage on the south side of the location. This drainage begins on the location rather than crossing it.

SURFACE USE PLAN

CURRENT SURFACE USE: The area is currently used for domestic grazing and wildlife habitat.

PROPOSED SURFACE DISTURBANCE: A rectangularly shaped pad will be constructed with approximate dimensions of 215' X 175'. A 65' X 65' reserve pit will be constructed on the edge of the pad. Approximately .25 mile of new road will be constructed from the 2-167 location.

LOCATION OF EXISTING WELLS WITHIN A 1 MILE RADIUS: There are no known wells within a 1 mile radius.

LOCATION OF PRODUCTION FACILITIES AND PIPELINES: There are no production facilities at present. The best route for a production pipeline has not been determined at this time.

SOURCE OF CONSTRUCTION MATERIAL: Onsite materials will be used for most of the needed construction.

ANCILLARY FACILITIES: None will be needed.

WASTE MANAGEMENT PLAN:

Drilling fluids will be evaporated and the pit backfilled.
Trash will be contained on location and hauled off.
Chemical toilets will be used on location and all waste will be hauled to an approved site.

ENVIRONMENTAL PARAMETERS

AFFECTED FLOODPLAINS AND/OR WETLANDS: None

FLORA/FAUNA: Pinion, Juniper, Sage, prickly pear, scattered grasses/Deer, Elk, birds, rodents

SOIL TYPE AND CHARACTERISTICS: Sandy clay with scattered rock fragments.

SURFACE FORMATION & CHARACTERISTICS: Mancos Shale and Mancos derived alluvium.

EROSION/SEDIMENTATION/STABILITY: No active erosion or sedimentation at present. Location should be stable.

PALEONTOLOGICAL POTENTIAL: None observed.

RESERVE PIT

CHARACTERISTICS: A rectangular reserve pit will be constructed with dimensions of 65' X 65' X 6'.

LINER REQUIREMENTS (Site Ranking Form attached): None Required.

SURFACE RESTORATION/RECLAMATION PLAN

Upon abandonment the site will be reclaimed as per SITLA instructions.

SURFACE AGREEMENT: Steve Prince stated that River Gas has a surface agreement with SITLA.

CULTURAL RESOURCES/ARCHAEOLOGY: Surveyed by Powers Elevation Co.

OTHER OBSERVATIONS/COMMENTS

Bill Bates with DWR actually said that this was a good location.

ATTACHMENTS

Photographs will be placed in the file.

DOGM REPRESENTATIVE

DATE/TIME

Evaluation Ranking Criteria and Ranking Score For Reserve and Onsite Pit Liner Requirements

<u>Site-Specific Factors</u>	Ranking	Site Ranking
Distance to Groundwater (feet) >200 100 to 200 75 to 100 25 to 75 <25 or recharge area	0 5 10 15 20	0
Distance to Surf. Water (feet) >1000 300 to 1000 200 to 300 100 to 200 < 100	0 2 10 15 20	0
Distance to Nearest Municipal Well (feet)	0 5 10 20	0
Distance to Other Wells (feet) >1320 300 to 1320 <300	0 10 20	0
Native Soil Type Low permeability Mod. permeability High permeability	0 10 20	5
Fluid Type Air/mist Fresh Water TDS >5000 and <10000 TDS >10000 or Oil Base Mud Fluid containing significant levels of hazardous constituents	0 5 10 15	3
Drill Cuttings Normal Rock Salt or detrimental	0 10	0
Annual Precipitation (inches) <10 10 to 20 >20	0 5 10	5
Affected Populations <10 10 to 30 30 to 50 >50	0 6 8 10	0
Presence of Nearby Utility Conduits Not Present Unknown Present	0 10 15	0

DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL STATEMENT OF BASIS

Operator: River Gas Corporation
Well Name & Number: Utah 2-166
API Number: 43-007-30337
Location: 1/4,1/4 NW NE Sec. 2 T. 15 S. R. 8 E.
Geology/Ground Water:
There are no aguifers with high quality water expected to be encountered. The proposed
casing and cement program will adequately isolate any water zones penetrated.
Reviewer: <u>Daniel J. Jarvis</u> Date: <u>11/26/96</u>
Surface:
An onsite evaluation was done for the proposed well on 11/5/96. Representatives from
DOGM, DWR and River Gas were present. SITLA was notified but chose not to attend.
The reserve pit ranking for this location is 13. Which places it as a Level III sensitivity
no pit liner will be required. DWR requested that River Gas avoid drilling operations
during certain times of the year. River Gas agreed to DWR's request. It is
recommended that this application be approved.
Reviewer: Brad Hill Date: 11/26/96

Conditions of Approval/Application for Permit to Drill:

The location is to be bermed to prevent any runoff from the location. Drainage diversion ditches are to be placed around the location



DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt Governor Ted Stewart **Executive Director**

355 West North Temple 3 Triad Center, Suite 350 Salt Lake City, Utah 84180-1203 801-538-5340 801-359-3940 (Fax) James W. Carter Bivision Director 801-359-3940 (Fax) 801-538-5319 (TDD)

December 3, 1996

Steven Prince River Gas Corporation 1305 South 100 East Price, Utah 84501

Utah 02-166 Well, 1219' FNL, 1738' FEL, NW NE, Sec. 2, T. 15 S., R. 8 E., Carbon County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. 40-6-1 et seq., Utah Administrative Code R649-3-1 et seq., and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-30337.

Sincerely

Associate Director

lwp

Enclosures

cc: Carbon County Assessor

Bureau of Land Management, Moab District Office



Operator: River Gas Corporation						
Well Name & Number	Name & Number:Utah 02-166					
API Number:	43-007	43-007-30337				
Lease:	ML-430	33			****	
Location: NW N	E Sec.	2	Т.	15 S.	R.	8 E.

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for Permit to Drill.

2. Notification Requirements
Notify the Division within 24

Notify the Division within 24 hours following spudding the well or commencing drilling operations. Contact Jimmie Thompson at (801)538-5336.

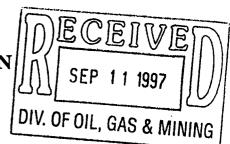
Notify the Division prior to commencing operations to plug and abandon the well. Contact Frank Matthews at (801)538-5334 or Mike Hebertson at (801)538-5333.

- 3. Reporting Requirements
 - All required reports, forms and submittals shall be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.
- 4. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis dated November 26, 1996 (copy attached).



RIVER GAS CORPORATION

511 Energy Center Boulevard Northport, Alabama 35476 Phone (205) 759-3282 Fax (205) 758-5309



September 8, 1997

Mr. Mike Hebertson Utah Division of Oil, Gas, & Mining 1594 West North Temple Salt Lake City, Utah 84114

Dear Mike:

As mentioned in our conversation, the APD's for the wells listed below are set to expire soon. RGC currently plans to drill these wells in 1998. Therefore, we respectfully request an extension of the APD until December 1, 1998.

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Th	Α	WA	IIC.	are:
1 11	•	W	110	aı c.

API#	WELL NAME	SCHEDULED EXP. DATE
43-007-30332 36333	UTAH 32-158	1-23-98
43-007- 30333 36334	UTAH 32-159	1-23-98
43-007-30336	UTAH 32-161	1-23-98
43-007-30135 3:315	UTAH 36-162	10-18-97
43-007- 30136 30316	UTAH 36-163	12-3-97
43-007-30137 3 6 3 / 7	UTAH 36-164	12-3-97
uts		

River Gas also has every intention of drilling the wells listed below. However, our plan of development doesn't allow for them to be drilled until 1999. If possible, we would appreciate an extension of the expiration date for the following APD's until December 1, 1999:

API#	WELL NAME	SCHEDULED EXP. DATE
43-007-30337	UTAH 2-166	12-3-97
43-007-30338	UTAH 2-167	12-3-97
43-007-30339	UTAH 2-168	12-3-97
43-007-30341	UTAH 36-135	12-3-97
43-007-30343	UTAH 36-136	12-12-97
43-007-30342	UTAH 36-137	12-18-97

43-015-30288	UTAH 2-138	12-12-97
43-015-30289	UTAH 2-139	12-12-97
43-015-30290	UTAH 2-140	12-19-97
43-015-30291	UTAH 2-141	12-12-97

Please call me if you have any questions.

Sincerely,

Jerry Burns



Michael O. Leavitt
Governor
Ted Stewart
Executive Director
James W. Carter
Division Director

Michael O. Leavitt
Box 145801
Salt Lake City, Utah
801-538-5340
801-359-3940 (Fax)
801-538-7223 (TDD)

1594 West North Temple, Suite 1210 Box 145801 Salt Lake City, Utah 84114-5801 801-538-5340 801-359-3940 (Fax)

October 15, 1997

CONFIDENTIAL

Terry Burns River Gas Corporation 511 Energy Center Boulevard Northport, Alabama 35476

Re: Requested APD Extensions, Corrected API Numbers

Dear Mr. Burns:

The Division of Oil, gas & Mining has reviewed your letter requesting extensions for Well Permits currently held by River Gas, and has determined to grant one year extensions for all of the wells listed below.

CARBON COUNTY:

API Numb	<u>oer</u>	Well Name	New Expiration Date
43-007-30	333	Utah 32-158	1-23-99
43-007-30	334	Utah 32-159	1-23-99
43-007-30	336	Utah 32-161	1-23-99
43-007-30	315	Utah 36-162	10-18-98
43-007 - 30	316	Utah 36-163	12-3-98
43-007-30	317	Utah 36-164	12-3-98
43-007-30	337	Utah 2-166	12-3-98
43-007-30	338	Utah 2-167	12-3-98
43-007-30	339	Utah 2-168	12-3-98
43-007-30	341	Utah 36-135	12-3-98
43-007-30	343	Utah 36-136	12-12-98
43-007-30	342	Utah 36-137	12-18-98

EMERY COUNTY:

API Number	Well Name	New Expiration Date
43-015-30288	Utah 2-138	12-12-98
43-015-30289	Utah 2-139	12-12-98
43-015-30290	Utah 2-140	12-19-98
43-015-30291	Utah 2-141	12-12-98

Page 2 Terry Burns October 14, 1997

Although the Division has no rule stipulating the length of an APD extension period, it is the current practice of the Division <u>not</u> to grant an extension for longer than the original 12 month approval [Rule R649-3-4(4) of The Oil and Gas Conservation General Rules]. At such time the existing APD approval will expire and the operator must submit a new APD for consideration by the Division.

Should you have questions concerning this matter, please contact me at telephone number (801) 538-5334.

Sincerely,

John R. Baza

Associate Director

lwp

cc:

Don Staley Mike Hebertson

Well Files

RGE

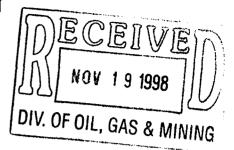
CONFIDENTIAL

RIVER GAS CORPORATION

November 17, 1998

UTAH OPERATIONS 1305 South 100 East Price, Utah 84501 Bus. (801) 637-8876 FAX (801) 637-8924

Mr. John Baza State of Utah Division of Oil, Gas and Mining 1594 West North Temple, Suite 1210 P.O. Box 145801 SLC, Utah 84114-5801



RE: Request for Approved APD's Expiration Date Extensions

Dear Mr. Baza:

River Gas Corporation (RGC) requests the expiration date extension for the approved APD's listed below. A one year extension would allow RGC to drill and complete all or most of these wells which have not been drilled to date, due in large to surface use restrictions that exist.

Carbon County:

API Number	Well Name	Present Expiration Date
43-007-30316	Utah 36-163	12-3-98
43-007-30337	Utah 02-166	12-3-98
43-007-30338	Utah 02-167	12-3-98
43-007-30339	Utah 02-168	12-3-98

Emery County:

API Number	Well Name	Present Expiration Date
43-015-30290	Utah 02-140	12-19-98
43-015-30291	Utah 02-141	12-12-98

Thank you very much for your timely consideration of this request. Please feel free to contact me if you should have any questions or require additional clarification.

Sincerely,

Don S. Hamilton Permit Specialist

cc: Mr. Eric Jones, BLM, Price, Utah

Mr. Don Stephens, BLM, Price, Utah

Mr. Chuck Snure, Texaco Mr. R.A. LaMarre, Texaco

Mr. Gee Lake, Jr., Dominion Resources

Mrs. Tammie Butts, RGC

RGC Well Files

Approved by the Utah Division of Oil, Gas and Mining

Date

By:

COPY SENT TO OPERATOR Date: 11-33-98 Initials: 400



RIVER GAS CORPORATION

UTAH OPERATIONS 1305 South 100 East Price, Utah 84501 Bus. (435) 637-8876 FAX (435) 637-8924 RECEIVED

DEC - 6 1999

DIVISION OF OIL, GAS & MINING

CONFIDENTIAL

November 30, 1999

Mr. John Baza
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P.O. Box 145801
Salt Lake City, Utah 84114-5801

RE: Request for Approved APD's Expiration Date Extensions

Dear Mr. Baza:

River Gas Corporaton (RGC) request an expiration date extension for the approved APD's listed on the attached sheet. A one year extension would allow RGC to drill and complete these wells that have not been drilled to date, due to surface use restrictions.

Thank you for your timely consideration of this request. Please feel free to contact me if you should have any questions regarding this matter.

Sincerely.

Jean Semborski Permit Specialist

cc: Mr. Eric Jone, BLM, Moab, Utah

Mr. Chuck Snure, Texaco

Tean Semborshi

Mr. Joe Coughlin, Dominion Resources

Mrs. Tammie Butts, RGC

RGC Well Files

Approved by the Utah Division of Oil, Gas and Minim

By: 12/0

OPY SENT TO OPERATOR Orte:

CONFIDENTIAL

APD Expiration Date Extension List

API Number	Well Name	Present Expiration D	<u>ate</u>		
Carbon County					
43-007-30337	UTAH 02-166	12/03/1999	T155	ROBE	5-2
43-007-30338	UTAH 02-167	12/03/1999			
43-007-30339	UTAH 02-168	12/03/1999			
43-007-30519	UTAH 04-130	01/25/2000			
43-007-30461	USA 10-250	10/19/1999			
43-007-30463	USA 11-244	10/19/1999			
43-007-30462	USA 11-245	10/19/1999			
43-007-30483	UTAH 32-276	12/10/1999			
43-007-30484	UTAH 32-277	12/10/1999			
43-007-30316	UTAH 36-163	12/03/1999			
43-007-30478	UTAH 05-224	09/15/1999			
43- 007-30518 0/5-3635/	UTAH 11-313	12/24/1999			
43-007-30515	USA 31-309	12/10/1999			
Emery Co.					
43-015-30350	USA 01-312	12/24/1999			
43-007-30415 <i>015</i>	USA 21-429	09/29/1999			





SPUDDING INFORMATION

Name of Company: RIVER GAS COF	RPORATION	
Well Name: UTAH 02-166		
Api No 43-007-30337	LEASE TYPE: <u>STATE</u>	
Section 02 Township 15S Range	08E County CARBON	N
Drilling Contractor PENSE BROTHERS	RIG#	9
SPUDDED:		
Date07/11//2000		
Time 11:00 AM		
HowDRY		
Drilling will commence		
Reported by FRANKIE HATHAWAY		
Telephone # 1-435-613-9777		
Date <u>07/11/2000</u> Signed	:CHD	

FORM 9

STATE OF UTAH



	The state of the s			
DIVISION OF OIL, GAS AND MIN	5. Lease Designation and Serial Number:			
	ML-43033			
SUNDRY NOTICES AND REPORTS OF	N WFI I S 6. If Indian, Allottee or Tribe Name:			
CONDICT NOTICES AND INE! CITIES OF	N/A			
Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plu	7. Unit Agreement Name:			
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such				
Type of Well: OIL GAS X OTHER:	Well Name and Number:			
Type of Well. O'L L. O'NO L. O'TTLIN.	Utah 02-166			
. Name of Operator:	9. API Well Number:			
River Gas Corporation	43-007-30337			
Address and Telephone	10. Field or Pool, or Wildcat:			
Mumber: 6825 S. 5300 W. P.O. Box 851 Price, Utah 845	501 (435) 613-9777 Wildcat			
. Location of Well	Code on County			
Footages: 1219' FNL, 1738' FEL	County: Carbon County			
QQ, Sec., T., R., M.: NW/NE SEC. 02, T15S, R08E, SLB & M	State: Utah			
1. CHECK APPROPRIATE BOXES TO INDICATE NA	ATURE OF NOTICE, REPORT, OR OTHER DATA			
NOTICE OF INTENT (Submit in Duplicate)	SUBSEQUENT REPORT (Submit Original Form Only)			
☐ Abandon ☐ New Construction	☐ Abandon * ☐ New Construction			
☐ Repair Casing ☐ Pull or Alter Casing	☐ Repair Casing ☐ Pull or Alter Casing			
☐ Change of Plans ☐ Recomplete	☐ Change of Plans ☐ Reperforate			
☐ Convert to Injection ☐ Reperforate	☐ Convert to Injection ☐ Vent or Flare			
☐ Fracture Treat or Acidize ☐ Vent or Flare	☐ Fracture Treat or Acidize ☐ Water Shut-Off			
☐ Multiple Completion ☐ Water Shut-Off	Other Spud Notice			
□ Other				
	Date of work completion			
Approximate date work will start	Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.			

Please be advised that the Utah 02-166 well was spud on 7/11/2000 at 11:00 am. Pense Bros. Rig #2 Dry Drill

RECEIVED

JUL 2 5 2000

DIVISION OF OIL, GAS AND MINING

13.							•
Name & Signature:	Frankie Hathaway	Marchio	Hathaway	Title: Administrative Assistant	Date:	7/10/2000	-

(This space for state use only)

STATE OF UTAH

D	IVISION OF OIL, GAS AND MINI	ING		
, ,)	IVISION OF OIL, GAS AND WINN	ING	Lease Designation	and Serial Number:
			ML-43033	
SUNDRY NO	TICES AND REPORTS ON	WELLS	6. If Indian, Allottee or	Tribe Name:
			N/A	
Do not use this form for proposals to	drill new wells, deepen existing wells, or to reenter plug	nged and abandoned wells	Unit Agreement Na	me:
Use APPLICATION	FOR PERMIT TO DRILL OR DEEPEN form for such p	roposals.	Drunkards '	Wash UTU-67921X
1. Type of Well: OIL ☐ GAS 🖾 (-ITILAITIAI	8. Well Name and Nu	
	SILIEI COIVI	IUCIVIIAL	Utah 02-16	6
2. Name of Operator:			9. API Well Number:	
River	Gas Corporation		43-007-30	337
3. Address and Telephone			10. Field or Pool, or V	
Number: 6825 S. 5300	W. P.O. Box 851 Price, Utah 8450	01 (435) 613-9777	Drunkards	Wash
4. Location of Well				
Footages: 1219' FNL 1	738' FEL		_{County:} Carbo	n County
QQ, Sec., T., R., M.: NW/NE SEC	. 02, T15S, R08E, SLB & M		State: Utah	
11. CHECK APPROPR	RIATE BOXES TO INDICATE NA	TURE OF NOTICE,	REPORT, OR C	THER DATA
	OF INTENT		SUBSEQUENT RI	
•	t in Duplicate)		(Submit Original Forr	n Only)
☐ Abandon	☐ New Construction	☐ Abandon *		New Construction
□ Repair Casing	□ Pull or Alter Casing	□ Repair Casing		Pull or Alter Casing
□ Change of Plans	□ Recomplete	☐ Change of Plans		Reperforate
□ Convert to Injection	☐ Reperforate	☐ Convert to Injection	n 🗆	Vent or Flare
☐ Fracture Treat or Acidize	□ Vent or Flare	☐ Fracture Treat or A		Water Shut-Off
☐ Multiple Completion	☐ Water Shut-Off	OtherW	ell Report	
□ Other				
		Date of work completion	n	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

See Attached

Approximate date work will start



13.

Name & Signature: Frankie Hathaway Atonici Hoth away

Title: Administrative Assistant

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

_{ate:} 7/20/2000

(This space for state use only)

DRUNKARDS WASH PROJECT **DAILY WELL REPORT**

UTAH

02-166

API NO: 43-007-30337

1219 FNL, 1738 FEL

NWNE SEC: 02 TWN: 15S RNG: 08E

COUNTY: CARBON **ELEVATION**: 6919 SPUD TIME/DATE: 7/11/2000 11:00:00 AM

TD TIME/DATE: 7/14/2000 6:45:00 AM

TD DEPTH: 3825

DRILLING CONTRACTOR: Pense Brothers Rig #2

ON-LINE TIME/DATE:

Bit Information

<u>Type</u>	<u>Size</u>	<u>In</u>	<u>Out</u>	<u>Hours</u>	Rotating Hours
Air Hammer	15 in	0.00	3.00	1	1
Air Hammer	11 in	3.00	385.00	5	4
Air Hammer	7 7/8	372.40	2480.00	29	20.75
Tri-cone	7 7/8in	2480.00	3825.00	37	13

Conductor Casing

Bore Hole Size: 15 in

Conductor From: 0.00 To: 3.00

Number of Joints: 1

Set @: 3.00

Cement:

Amount:

Cement Report:

Surface Casing

Bore Hole Size: 11 in

Surface Casing From: 3.00

Casing Description: 8 5/8 in 24#/ft J-55

Number of Joints: 13

Set @: 372.40

Cement: G + 2%S-1 + 1/4#/sk D-29

Casing Description: 12 3/4in PE

Amount: 165.00

Cement Report: Ru Dowell, hold safety meeting, test lines, pump 35 bbl water, mix and pump 165 sks cement,

displace with 21 bbl water, 10 bbl good cement to surface.

Production Casing

Bore Hole Size: 7 7/8 in

Prod.Casing From: 0.00

To: 3817.00

Casing Description: 5 1/2 in 17#/ft N-80

Number of Joints: 87

Length: 3817.00

Lead Cement: 50/50 POZ, 8%D20, 10%D44, 2%S001, 1/4#/sk Amount: 360.00

D29

Tail Cement: 10-1 RFC

Amount: 100.00

Cement Report: rigged up dowell & pumped 360 sks of 50/50 poz, & 100 sks of rfc & displaced with 88 bbls of

water, with 1 bbl. Returns, rigged down dowell shut in for night, plug down time 5:57pm

Float Equipment: 5 1/2 float shoe

Centralizers ran on: 2,5,9,13,21,

La de Callinia

Drilling Data

DAY 1 7/12/2000

CURRENT DEPTH: 385 CURRENT OPERATIONS: NU to drill prod hole ROTATING HRS: 4.00 *7-11am move eq, service eq, RU, 11-12pm drill and set 3' conductor, 12-1pm NU, 1-4pm drill surface to 385', 4-5pm POOH, 5-5:30pm RIH 373.4' 8 5/8" csg, 5:30-6:30pm wait on cementers, 6:30-7pm, RU Dowell to cement, 7-7:30pm pump 165 sks cement. 10 bbl good cement to surface.close viv @ 7:30pm, 7:30-11:30pm

WOC. 11:30-3am break loose, WOC, 3-5am work on BOP and accumulator, 5-7am BOP test.

Estimated Daily Cost:

DAY 2 7/13/2000

CURRENT DEPTH: 2210 CURRENT OPERATIONS: drilling prod csg

ROTATING HRS: 18.0

7-8am runblow lin, chng bits, 8-9am drill out cement, 9am-4pm drilling, 8--' @ 12pm, 1010' @ 2pm, 1220' @ 4pm, water @ 1190', 4-6:40pm clean and POOH 6 jts, work on booster, 6:40-7pm drlg, 7-8:30pm work on booster 8:30pm-7am drilling, 1280 @ 9pm, 1550 @ 12am, 1850 @ 3am, 2120 @ 6am, 2210' @ 7am.

Estimated Daily Cost:

DAY 3 7/14/2000

CURRENT DEPTH: 3825 CURRENT OPERATIONS: cleaning hole

ROTATING HRS: 14.7

7am-9:45am drill to 2480ft, 9:45am-10:15am clean hole, 10:15am-1pm tooh, 1pm-2pm service rig, p/up tri-cone, 2pm-5pm rih w/d.c. & d.p., 5pm-6pm hit bridge @2325ft, drill & wash to bottom, 6pm-9pm drill 2485-2865ft, 9pm-12am drill 2865-3225ft, 12am-3am drill 3225-3465ft, 3am-6:45am drill 3465-3825ft td @ 6:45am 7/14/00, 6:45am-7am clean hole

Estimated Daily Cost:

DAY 4 7/15/2000

CURRENT DEPTH: 3825 CURRENT OPERATIONS: logging well

ROTATING HRS: 0.00

7am-8am p/up to check valve, 8am-3:30pm mix &pump mud, trying to kill well, 3:30pm-5:30pm - circulate to bottom, hit bridge @ 3545ft, drill thru, circulate to bottom, mud wt up to 8.8, well died down, 5:3pm-7:30pm circulate on bottom, 7:30pm-8:45pm short trip, 8:45pm-9:45pm circulate on bottom, 9:45pm-4am tooh, fill hole every 20 its, 4am-4:30am r/up loggers, 4:30am-7am log well,

Estimated Daily Cost:

DAY 5 7/16/2000

CURRENT DEPTH: 3825 CURRENT OPERATIONS: scraper run

ROTATING HRS: 0.00

7am-8am finished logging well rigged down loggers, 8am-10am moving rig, 10am-11am rigged up work over rig to run casing, set pipe racks, unloaded casing, 11am-12pm took off tthread protectors & talley pipe, 12p-4:30pm tripped in hole with casing, tagged up @ 3795 rigged up dowell & had safety meeting, tested lines, washed down 22 ft. landed casing started pumping cement 360 sks of lead, & 100 sks tail displaced with 88 bbls. Of water, with 1bbl return

Estimated Daily Cost:

DAY 6 7/17/2000

CURRENT DEPTH: 3817 CU

CURRENT OPERATIONS: no activity

ROTATING HRS: 0.00

n/down bop, n/up wellhead, wait on tubing 1hr, p/up 4 3/4in nom csg scraper w/bit, + 123jts 2 7/8in tbg, tag @ 3805ft (12ft fill), pooh laying down tbg on trailer, r/down & move off location,

Estimated Daily Cost:

The second of th

CA CA AND BUILD

STATE OF UTAH DIVISION OF OIL, GAS AND MINING ENTITY ACTION FORM - FORM 6 OPERATOR River Gas Corporation
ADDRESS 6825 S. 5300 W. P.O. Box 851
Price, UT 84501

ODERATOR ACCT. NO	
OPERATOR ACCT. NO.	

ACTION CODE	CURRENT	NEW ENTITY NO.	API NUMBER	WELL NAME		WELL LOCATION		SPUD DATE	EFFECTIVE		
CODE	ENTITY NO.	ENTITY NO.			QQ	SC	TP	RG	COUNTY		DATE
A	99999	12806	43-007-30337	Utah 02-166	NWNE	02	15S	08E	Carbon	7/11/00	7/1/99
WELL 1	COMMENTS							000	726 entr	ti addo	
		New single v	vell spud inside Dru	inkards Wash Unit but outside PCON	JUCA	MAIT				9	7
				COM	IULIT	I INL					
		·									
Α	99999	12807	43-007-30583	USA 35-328	SESW	35	14S	08E	Carbon	7/12/00	7/1/99
WELL 2	COMMENTS:	New single	well spud inside Dr	unkards Wash Unit but outside PA.				000	726 en	tite ON	lal
		Hew single	wen spaa mside Di	CON	IFIDEN	ITIN			100000	ng wice	real
				LUIV	ILINCI	HIIN	L				
							,				
, A	99999	12808	43-007-30582	USA 35-248	SESE	35	14S	08E	Carbon	7/15/00	7/1/99
WELL 3	COMMENTS:				+			000	776 ente	tuald	21
		New single	well spud inside Dr	unkards Wash Unit but outside PACON	EINEV	TINI			,	y wine	æ.
				CON	ווטבוי	HIM	-				
	γ	1	T								
1 4	1 .		l	Utah 02-168	LAUTONAL	00	150	08E	Carbon	7/17/00	7/1/00
A	99999	12809	43-007-30339		NESW	02	15S	UOE	Carbon	//1//00	7/1/99
		*************************************	<u> </u>								
		*************************************	<u> </u>						726 entir		
		*************************************	<u> </u>	runkards Wash Unit but outside CONF							
		*************************************	<u> </u>								
		*************************************	<u> </u>								
WELL 4		*************************************	<u> </u>								
WELL 4	COMMENTS:	*************************************	<u> </u>								
WELL 4	COMMENTS:	*************************************	<u> </u>								
WELL 4	COMMENTS:	*************************************	<u> </u>								

ACTION CODES (See Instructions on back of form)

- A Establish new entity for new well (single well only)
- B Add new well to existing entity (group or unit well)
- C Re-assign well from one existing entity to another existing entity
- D Re-assign well from one existing entity to a new entity
- E Other (explain in comments section)

NOTE: Use COMMENT section to explain why each Action Code was selected.

RECEIVED

JUL 2 5 2000

DIVISION OF OIL, GAS AND MINING

Frankie Hathaway Signature Hathaway

Administrative Assistant 7/20/00
Title Date

Phone No. (435)613-9777

la. TYPE OF WELL:

2. NAME OF OPERATOR

3. ADDRESS OF OPERATOR

4. LOCATION OF WELL

15. DATE SPUDDED

(Report location clearly and in accordance At surface 1219' FNL,

b. TYPE OF COMPLETION: NEW ____ WORK

18	DI	STATE VISION OF OI	OF UTAH	MINING	5. LEASE DESI	GNATION AND SERIAL NO.
			•		ML-430	033
WELLO	OMDLETION	LOD DECOM	DI ETION E	REPORT AND LOG		ALLOTTEE OR TRIBE NAME
			PLETION	CEPORT AND LOC	N/A	
PE OF WELL:		L GAS ELL WELL	DRY 🔲	Other	7. UNIT AGREI	EMENT NAME
PE OF COMPLETION	WORK DE	BEP- PLUG BACK	DIFF. RESVR.	Other		ds Wash UTU-67921X
WELL X	J OVER EF	BACK L	_ RESVR. L_	Other	8. FARM OR LI	EASE NAME
ME OF OPERATOR			- 11	VIEIDEVITIVI	Utah	
	RIVER C	SAS CORPORATI	ION A GOOD	THE TULK TIME	9. WELL NO.	***************************************
DRESS OF OPERA				· · · · · · · · · · · · · · · · · · ·	02-166	
	6825 S. 5300 V	V. P.O. Box 851	Price, Utah 84\$	DONASKO BINTIALI	10. FIELD AND	POOL, OR WILDCAT
CATION OF WELL				PERIOD	Drunka	rds Wash
•	d in accordance with any St	•		EXPIRED	11. SEC., T., R.,	, M., OR BLOCK AND SURVEY
At surface 12	19' FNL, 1738' I	EL	i o	N 9-16-01	OR AREA NW/4 N	E/4, Sec 02, T15S, R08E,
At top prod. interva	I reported below		t.		SLB&M	
			14. API NO.	DATE ISSUED	12. COUNTY	13. STATE
			43-007-303		Carbon	Utah
TE SPUDDED	16. DATE T.D. REA		COMPL. (Ready to prod.)	, , , , ,	GR, ETC.)	19. ELEV. CASINGHEAD
7/11/00	7/14/00	8/16		GR 6919'	D.MEDVIII C. D.O.	N/A
TAL DEPTH, MD (k TVD 21. PL	UG BACK T.D., MD & TVD 3817'		MANN	DRILLED BY	TARY TOOLS CABLE TOOLS
	ALCS OF THIS COMDLE	ETIONTOP, BOTTOM, NA	ME (MD OR TVD)	N/A	<u> to</u>	TD N/A 25. WAS DIRECTIONAL
		Bottom Coal 343				SURVEY MADE
	D OTHER LOGS RUN	Dottom Cour 5+5		8-2-00 27. WAS WELL O	CORED YES NO	
al Induction,	Laterolog, SFF,	GR, Caliper, Com	p Density, & N	eutron DRILL STEM	TEST YES NO	(Submit analysis) (See reverse side)
		*		D (Report all strings set in well)	· · · · · · · · · · · · · · · · · · ·	
ASING SIZE	WEIGHT, LB./FT.	DEPTH SET (MD)	HOLE SIZE	CEMEN	T RECORD	AMOUNT PULLED
12 3/4"	Conductor	3'	15"			
8 5/8"	24#	372'	11"	165 sxs Class G, 2% \$1+1	•	
5 1/2"	17#	3817'	7 7/8"	360 sxs 50/50 POZ8%D2	0,10%D44,1/4#/skD	29

20. TOTAL DEPTH, MD	& TVD	21. PLUG BACK T.D., MD &	TVD	22. IF MULTIPLE COMPL.,		TERVALS	ROTARY TOO	LS CABLE TOOLS
3825'		3817'		HOW MANY N/A		LLED BY	to TD	N/A
Ferron Coal - T	op Coal 326	COMPLETION-TOP, BOTTOM 66' & Bottom Coal	,	•				25. WAS DIRECTIONAL SURVEY MADE
		SFF, GR, Caliper, C		, & Neutron	27. WAS WELL CORE DRILL STEM TE	ED YES ST YES		ubmit analysis) ee reverse side)
28.				RECORD (Report all strif	ngs set in well)			
CASING SIZE	WEIGHT, LB./	FT. DEPTH SET (MD)	HOLE SI	ZE	CEMENT RI	ECORD		AMOUNT PULLED
12 3/4"	Conduct	or 3'	15"					
8 5/8"	24#	372'	11"		165 sxs Class G, 2% S1+1/4#per sack D29			
5 1/2"	17#	3817	7 7/8	" - [360 sxs 50/50 POZ8%D20,10%D44,1/4#/skD29			
				100 sks tail	10-1 RFC			
29.	1	LINER RECORD			30.	TUBI	NG RECORD	
SIZE	TOP (MD)	BOTTOM (MD)	SACKS CEME	NT SCREEN (MD)	SIZE	DEPTH	SET (MD)	PACKER SET (MD)
					2-7/8"	35	61'	N/A
31. PERFORATION REC	ORD (Interval, size a	and number)		32.	ACID, SHOT,	FRACTURE, CI	EMENT SQUEEZ	E,ETC.
	30°, 3346'-3352 70'-3382', 3392 40', 3450'-3454	2', 3356'-3362' 4s 2'-3398', 3414'-3428'	spf.88" spf.88" 482',	Upper 3266'-329 Middle 3314'-33 Lower Middle 33 3428' Lower 3437'-351	6', 69,00 62', 55,00 70'- 62,00	AMOUNT AND 0# 16/30; 23 0# 16/30; 29 0# 16/30; 30	b KIND OF MATE 3,466 gal. flui 2,333 gal. flui 1,029 gal. flui 1,322 gal. flui	NAL USED
33.				PRODUCTION	 -			

PRODUCTION METHOD (Flowing, gas lift, pumping---size and type of pump) WELL STATUS (Producing or shut-in) DATE FIRST PRODUCTION Pumping - 2 1/2" x 2" x 16' RWAC 8/23/00 OIL---BBL. GAS---MCF WATER---BBL. Producing 10 TEST PERIOD 974 2809 8/23/00 24hrs. OIL GRAVITI - API (CORR.) FLOW. TUBING PRESS. CALCULATED GAS---MCF. WATER---BBL CASING PRESSURE 24-HOUR RATE 2809 50 57 N/A 974 34. DISPOSITION OF GAS (Sold, used for fuel, TEST WITNESSED BY vented, etc.) **SOLD** Jerry H. Dietz 35. LIST OF ATTACHMENTS

Permit Specialist

SIGNED Jean Semborski

36 I hereby certify that the foregoing and attached information is complete and correct as determined from all available records SEP n 5 2000F

	ERS		TRUE VERT. DEPTH				\$ \$175 *** ***			
	GEOLOGIC MARKERS	TOP	MEAS.DEPTH	3105'	3612'		3263'			
	38. GE		NAME	Blue Gate Bentonite	Tununk	Shale	Ferron Sandston	·	 	
	37 SUMMARY OF POROUS ZONES: (Show all important zones of porosity and contents thereof; cored intervals; and all drill-stem, tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures, and recoveries):	DESCRIPTION, CONTENTS, ETC.	Coals and Sandstones	Coal Interval: 3266'-3453'						
Utah 02-166	important zones , cushion used, ti	BOTTOM	3453'						 	
WELL NUMBER:	US ZONES: (Show all ig depth interval tested	TOP	3266'						 	
	37 SUMMARY OF POROU drill-stem, tests, includin recoveries);	FORMATION	Ferron							

STATE OF UTAH DIVISION OF OIL, GAS AND MINING

DIVISION OF OIL, GAS AND MININ	IG The state of th	5 Lease Designation and Serial Number;
		Cease pesignation and certain families.
SUNDRY NOTICES AND REPORTS ON	WELLS	6 If Indian, Allottee or Tribe Name:
Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugg Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such pro-		7 Unit Agreement Name:
1 Type of Well: OIL ☐ GAS 🖾 OTHER:		8 Well Name and Number:
2 Name of Operator: River Gas Corporation		9 API Well Number:
3 Address and Telephone Number: 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (43	35) 613-9777	10 Field or Pool, or Wildcat:
4 Location of Well Footages: QQ, Sec , T , R , M : SLB & M		county: Carbon County State: Utah
11 CHECK APPROPRIATE BOXES TO INDICATE NAT	TURE OF NOTICE, R	EPORT, OR OTHER DATA
NOTICE OF INTENT (Submit in Duplicate)	S	SUBSEQUENT REPORT (Submit Original Form Only)
□ Abandon □ New Construction □ Repair Casing □ Pull or Alter Casing □ Change of Plans □ Recomplete □ Convert to Injection □ Reperforate □ Fracture Treat or Acidize □ Vent or Flare □ Multiple Completion □ Water Shut-Off □ Change of Operator Approximate date work will start □ Vent or Flare	☐ Abandon * ☐ Repair Casing ☐ Change of Plans ☐ Convert to Injection ☐ Fracture Treat or Acid ☐ Other ☐ Date of work completion Report results of Multiple COMPLETION OR RECOMPLET * Must be accompanied by a cem	completions and Recompletions to different reservoirs on WELL ION REPORT AND LOG form
Please be advised that River Gas Corporation is transferring ov Company 9780 Mt. Pyramid Court, Englewood, CO 80112. Please direct all correspondence and reports to: Phillips Petrol 3368. Effective 1/1/01	-	
13 Cal House Cal House	To David	onment Manager Date: 12/19/00

(This space for state use only)

Drunkards Wash Total Well Count

(Through 2000 Drilling Season)

Well#	API#	Location	Section	Tship	Range
Utah 25-09-01	4300730130	1683 FSL, 877 FEL	25	148	09E
Utah 36-01-02	4300730178	600 FNL, 620 FEL	36	14S	09E
Utah 31-03-03	4300730143	740 FNL, 1780 FWL	31	14S	10E
Utah 36-03-04	4300730142	822 FNL, 2176 FWL	36	14S	09E
Utah 36-09-05	4300730144	2050 FSL, 700 FEL	36	14S	09E
Utah 25-07-06	4300730156	2599 FNL, 1902 FEL	25	14S	09E
Utah 25-11-07	4300730157	1718 FSL, 2210 FWL	25	14S	09E
Utah 26-16-08	4300730181	800 FSL, 750 FEL	26	14S	09E
Utah 35-01-09	4300730180	650 FNL, 850 FEL	35	14S	09E
Utah 31-12-10	4300730183	1995 FSL, 745 FWL	31	14S	10E
Utah 36-11-11	4300730184	1837 FSL, 1903 FWL	36	14S	09E
Utah 19-14-12	4300730182	860 FSL, 1780 FWL	19	14S	10E
Utah 30-05-13	4300730179	1493 FNL, 728 FWL	30	14S	10E
Utah 30-13-14	4300730185	612 FSL, 670 FWL	30	14S	10E
Utah 24-01-15	4300730191	1320 FNL, 1320 FEL	24	14S	09E
Utah 24-03-16	4300730187	1310 FNL, 1525 FWL	24	14S	09E
Utah 24-12-17	4300730208	1320 FSL, 1320 FWL	24	14S	09E
Utah 24-16-18	4300730192	482 FSL, 940 FEL	24	14S	09E
Utah 23-02-19	4300730207	963 FNL, 1470 FEL	23	14S	09E
Utah 23-04-20	4300730194	1291 FNL, 1257 FWL	23	14S	09E
Utah 23-14-21	4300730200	739 FSL, 1716 FWL	23	14S	09E
Utah 23-09-22	4300730201	1320 FSL, 1320 FEL	23	148	09E
Utah 26-01-23	4300730205	1320 FNL, 1320 FEL	26	14S	09E
Utah 26-06-24	4300730202	1480 FNL, 2000 FWL	26	14S	09E
Utah 26-11-25	4300730204	1500 FSL, 1500 FWL	26	14S	09E
Utah 35-03-26	4300730203	1085 FNL, 1805 FWL	35	14S	09E
Utah 35-10-27	4300730197	2567 FSL, 2151 FEL	35	14S	09E
Utah 35-13-28	4300730198	1236 FSL, 1152 FWL	35	14S	09E
Utah 27-08-29	4300730193	2134 FNL, 753 FEL	27	14S	09E
Utah 27-09-30	4300730186	1359 FSL, 707 FEL	27	14S	09E
Utah 34-01-31	4300730196	464 FNL, 540 FEL	34	14S	09E
Utah 34-09-32	4300730195	1938 FSL, 435 FEL	34	14S	09E
Utah 25-04-33	4300730206	920 FNL, 780 FWL	25	14S	09E
Prettyman 10-15-34	4300730211	842 FSL, 1419 FEL	10	14S	09E
Utah 10-36	4300730302	1213 FNL, 469 FEL	10	15S	09E
Utah 12-15-37	4300730210	1158 FSL, 1494 FEL	12	15S	09E
Utah 06-38	4300730217	899 FNL, 1730 FEL	6	15S	10E
Utah 06-39	4300730218	934 FNL, 819 FWL	6	15S	10E
Utah 06-40	4300730219	2180 FSL, 1780 FEL	6	15S	10E
Utah 06-41	4300730254	2124 FSL, 1054 FWL	6	15S	10E
Utah 01-42	4300730220	860 FNL, 1780 FEL	1 1	15\$	09E
Utah 01-43	4300730221	808 FNL, 1451 FWL	1 1	15S	09E
Utah 01-44	4300730222	860 FSL, 1320 FWL	1	15S	09E
Utah 01-45	4300730223	1219 FSL, 1318 FEL	1	15S	09E
Utah 02-46	4300730224	860 FNL, 860 FEL	2	15S	09E

Utah (02-47	4300730225	1318 FNL, 1791 FWL	2	15S	09E
Utah (02-48	4300730226	1780 FSL, 860 FEL	2	15S	09E
Utah (4300730227	1320 FSL, 2080 FWL	2	15S	09E
Utah ·		4300730228	860 FNL, 860 FEL	11	15S	09E
Utah		4300730229	1000 FNL, 1900 FWL	11	15S	09E
Utah		4300730230	1400 FSL, 1100 FEL	11	158	09E
Utah		4300730231	1780 FSL, 1800 FWL	11	15S	09E
Utah		4300730232	875 FNL, 1015 FWL	12	15S	09E
Utah	12-55	4300730233	1500 FNL, 1320 FEL	12	15S	09E
Utah		4300730234	1500 FSL, 1320 FWL	12	15S	09E
Utah (4300730235	1421 FNL, 1003 FWL	7	158	10E
Utah (07-58	4300730236	1495 FNL, 2006 FEL	7	158	10E
Utah (4300730237	1400 FSL, 2100 FEL	7	158	10E
Utah (4300730238	954 FSL, 1256 FWL	7	15S	10E
Utah ·		4300730239	1386 FNL, 931 FEL	14	158	09E
Utah		4300730240	980 FNL, 1385 FWL	14	15S	09E
Utah		4300730241	1780 FSL, 1320 FEL	14	15S	09E
Utah		4300730242	907 FSL, 1392 FWL	14	15S	09E
Utah		4300730243	1320 FNL, 1200 FEL	13	15S	09E
Utah		4300730244	1276 FNL, 1301 FWL	13	15S	09E
Utah		4300730245	1800 FSL, 1500 FEL	13	15S	09E
Utah		4300730246	1320 FSL, 1320 FWL	13	15S	09E
Utah		4300730427	1320 FNL, 1320 FWL	18	15S	10E
Utah		4300730248	1110 FNL, 2127 FEL	18	15S	10E
Utah		4300730249	1764 FSL, 1767 FEL	18	15S	10E
Utah		4300730250	2100 FSL, 1100 FWL	18	15S	10E
USA		4300730392	1664 FNL, 1412 FEL	19	15S	10E
Utah		4300730529	1365 FSL, 1988 FEL	14	148	09E
Utah		4300730263	1036 FSL, 1622 FWL	14	148	09E
Utah :		4300730251	1320 FNL, 660 FEL	22	14S	09E
Utah		4300730252	1780 FSL, 660 FWL	19	148	10E
William		4300730279	460 FNL, 660 FEL	30	14S	10E
	31-79	4300730253	1780 FSL, 1780 FEL	31	14S	10E
	24-80	4300730255	590 FNL, 1612 FWL	24	15S	09E
	24-81	4300730256	1067 FNL, 1361 FEL	24	15S	09E
	32-82	4300730257	600 FNL, 2028 FEL	32	15S	09E
	21-83	4300730259	1780 FNL, 460 FWL	21	15S	10E
	07-84	4300730258	1780 FSL, 1780 FWL	7	15S	09E
	27-85	4300730261	2173 FNL, 676 FWL	27	14S	08E
	24-86	4300730267	1788 FSL, 1677 FEL	24	15S	09E
	24-87	4300730375	1780 FSL, 1333 FWL	24	15S	09E
	15-88	4300730264	872 FSL, 875 FEL	15	14S	09E
	22-89	4300730266	836 FNL, 1766 FWL	22	14S	09E
	21-90	4300730328	1272 FNL, 1188 FEL	21	148	09E
USA		4300730568	1443 FSL, 1017 FWL	13	148	09E
	13-92	4300730439	624 FSL, 899 FEL	13	14S	09E
	18-93	4300730587	556 FSL, 673 FWL	18	148	10E
		,				
	05-95	4300730269	640 FNL, 580 FWL	5	158	10E

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Utah 05-96	4300730271	1780 FSL, 2180 FEL	5	15S	10E
Utah 08-97	4300730272	1495 FNL, 1273 FEL	8	15S	10E
Utah 08-98X	4300730285	1341 FNL, 1319 FWL	8	15S	10E
Utah 08-99	4300730274	1500 FSL, 1120 FWL	8	15S	10E
Utah 08-100	4300730275	1500 FSL, 1400 FEL	8	15S	10E
Utah 17-101	4300730416	460 FNL, 2180 FEL	17	15S	10E
Utah 17-102	4300730277	810 FNL, 910 FWL	17	15S	10E
Utah 17-103	4300730278	1520 FSL, 1120 FWL	17	15S	10E
Powell 19-104	4300730282	1327 FNL, 1458 FWL	19	15S	10E
Powell 19-105	4300730283	1239 FSL, 1325 FWL	19	15S	10E
Utah 23-106	4300730280	150 FNL, 1400 FEL	23	15S	09E
Utah 23-107	4300730281	1252 FNL, 1255 FWL	23	15S	09E
Birkinshaw 19-108	4300730284	1305 FNL, 1192 FEL	19	15S	09E
Utah 36-109	4300730268	1800 FNL, 1800 FWL	36	15S	09E
Utah 16-110	4301530250	860 FSL, 2000 FWL	16	16S	09E
Fausett 09-111	4300730428	2215 FSL, 354 FEL	9	14S	09E
Fausett 10-112	4300730415	1590 FSL, 1342 FWL	10	148	09E
Giacoletto 11-113	4300730335	500 FSL, 2070 FWL	11	14S	09E
Prettyman 11-114	4300730340	471 FSL, 1828 FEL	11	14S	09E
Giacoletto 13-120	4300730407	1200 FNL, 1219 FWL	13	14S	09E
Giacoletto 14-121	4300730345	1200 FNL, 1060 FEL	14	148	09E
USA 14-122	4300730404	1500 FNL, 1039 FWL	14	148	09E
Utah 30-125	4300730262	630 FSL, 1627 FEL	30	14S	10E
Utah 31-126	4300730305	1954 FNL, 1291 FEL	31	148	10E
Robertson 32-127	4300730374	646 FNL, 349 FWL	32	148	10E
Utah 04-129	4300730309	700 FWL, 1850 FSL	4	15S	10E
Utah 04-130	4300730519	860 FSL, 2150 FEL	4	15S	10E
Sampinos 16-131	4300730610	1201 FNL, 1016 FWL	16	15S	10E
Jensen 16-132	4300730588	1206 FSL, 1240 FWL	16	15S	10E
LDS 17-133	4300730296	1500 FSL, 1700 FEL	17	15S	10E
Utah 25-134	4300730399	745 FNL, 1482 FWL	25	15S	09E
Utah 36-135	4300730341	850 FNL, 850 FEL	36	15S	09E
Utah 36-136	4300730343	465 FSL, 660 FWL	36	15S	09E
Utah 36-137	4300730342	2180 FSL, 1800 FEL	36	15S	09E
Utah 02-138	4301530288	638 FNL, 1865 FEL	2	16S	09E
Utah 02-139	4301530289	1890 FNL, 850 FWL	2	16S	09E
Utah 02-140	4301530290	850 FSL, 1800 FWL	2	16S	09E
Utah 02-141	4301530291	1800 FSL, 1950 FEL	2	16S	09E
Telonis 15-142	4300730319	1320 FSL, 860 FWL	15	148	09E
Fausett 16-143	4300730320	1320 FNL, 1320 FEL	16	14S	09E
Fausett 16-144	4300730321	1800 FNL, 860 FWL	16	14S	09E
Telonis 16-145	4300730322	1320 FSL, 1320 FWL	16	148	09E
Paar 16-146	4300730323	843 FSL, 2157 FEL	16	148	09E
Christiansen 17-147	4300730324	860 FSL, 1800 FWL	17	14S	09E
Christiansen 17-148	4300730325	1250 FSL, 1100 FEL	17	14S	09E
Birkinshaw 18-149	4300730326	500 FSL, 500 FEL	18	14S	09E
Telonis 19-150	4300730300	751 FNL, 1840 FWL	19	148	09E
Telonis 19-151	4300730299	860 FSL, 2000 FWL	19	148	09E
Telonis 20-152	4300730327	1320 FNL, 1900 FEL	20	148	09E
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Telonis 21-153	4300730329	860 FNL, 1800 FWL	21	148	09E
Telonis 29-154	4300730330	800 FNL, 1500 FWL	29	14\$	09E
Telonis 29-155	4300730331	1800 FSL, 1250 FWL	29	14S	09E
Telonis 30-156	4300730301	910 FNL, 868 FEL	30	148	09E
Telonis 30-157	4300730332	1800 FSL, 580 FEL	30	14S	09E
Utah 32-158	4300730333	1038 FNL, 1768 FEL	32	14S	09E
Utah 32-159	4300730334	2011 FNL, 1426 FWL	32	148	09E
Utah 32-160	4300730398	1500 FSL, 1780 FWL	32	14\$	09E
Utah 32-161	4300730336	415 FSL, 1408 FEL	32	145	09E
Utah 36-162	4300730315	2053 FNL, 685 FEL	36	14S	08E
Utah 36-163	4300730316	860 FNL, 2100 FWL	36	148	08E
Utah 36-164	4300730317	1070 FSL, 2000 FWL	36	148	08E
Utah 36-165	4300730318	1100 FSL, 1500 FEL	36	14S	08E
Utah 02-166	4300730337	1219 FNL, 1738 FEL	2	15S	08E
Utah 02-167	4300730338	660 FNL, 2075 FWL	2	158	08E
Utah 02-168	4300730339	1800 FSL, 2100 FWL	2	158	08E
Utah 02-169	4300730308	754 FSL, 1000 FEL	2	15S	08E
Seamons 32-170	4300730291	700 FNL, 500 FWL	32	138	09E
Pinnacle Peak 19-171	4300730117	1320 FSL, 1320 FEL	19	14S	09E
Telonis 20-172	4300730107	1980 FSL, 660 FEL	20	14S	09E
Powell 30-173	4300730346	1200 FNL, 1200 FWL	30	15S	10E
Stella-Hamaker 10-174	4300730116	852 FNL, 1971 FWL	10	15S	08E
Utah 31-175	4301530317	897 FNL, 1731 FWL	31	16S	09E
USA 15-176	4300730450	2588 FNL, 1155 FEL	15	148	09E
USA 09-178	4300730419	428 FSL, 2527 FWL	9	14S	09E
USA 17-180A	4300730622	2563 FNL, 1383 FWL	17	148	09E
USA 18-182	4300730417	1068 FSL, 1972 FWL	18	14S	09E
USA 24-183	4300730469	828 FNL, 624 FEL	24	14S	08E
Utah 27-187	4300730395	1400 FNL, 1400 FWL	27	148	09E
Utah 27-188	4300730292	477 FSL, 518 FWL	. 27	148	09E
Utah 28-189	4300730396	1707 FNL, 868 FEL	28	148	09E
Utah 28-190	4300730397	1969 FNL, 1324 FWL	28	14\$	09E
Utah 28-191	4300730293	693 FSL, 1623 FWL	28	14S	09E
Utah 28-192	4300730294	1407 FNL, 1940 FWL	28	148	09E
Utah 29-193	4300730405	693 FNL, 1029 FEL	29	148	09E
Utah 29-194	4300730427	951 FSL, 370 FEL	29	148	09E
Utah 30-195	4300730265	1407 FNL, 1940 FWL	30	14S	09E
Utah 30-196	4300730344	1056 FSL, 1984 FWL	30	148	09E
Kakatsidas 31-197	4300730420	619 FNL, 1361 FEL	31	148	09E
Utah 31-198	4300730406	1403 FNL, 1540 FWL	31	148	09E
Utah 31-199	4300730480	1125 FSL, 928 FWL	31	148	09E
Utah 31-200	4300730385	2118 FSL, 549 FEL	31	148	09E
Utah 33-201	4300730386	317 FNL, 1815 FEL	33	14S	09E
Utah 33-202	4300730387	1939 FNL, 1593 FWL	33	14S	09E
Utah 33-203	4300730388	1373 FSL, 1140 FWL	33	148	09E
Utah 33-204	4300730389	2024 FSL, 1525 FEL	33	148	09E
Utah 05-205	4300730384	1485 FNL, 760 FEL	5	158	09E
	4300730390	1300 FNL, 1352 FWL	5	158	09E
Utah 05-206	1 45007.50590	I JOUU PINL. JOOZ PVVI	1 0	1 100	1 021

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Utah 01-208	4300730464	1246 FNL, 1831 FEL	1	15S	09E
Utah 01-209	4300730467	2271 FSL, 1251 FEL	1	15S	09E
Utah 34-211	4300730114	1181 FSL, 1005 FWL	34	14S	09E
Utah 03-212	4300730468	1187 FNL, 1761 FEL	3	15S	09E
Utah 03-213	4300730381	1466 FNL, 2041 FWL	3	15S	09E
Utah 03-214	4300730295	813 FSL, 966 FWL	3	15S	09E
Utah 03-215	4300730297	988 FSL, 604 FEL	3	15S	09E
Utah 04-216	4300730382	1610 FNL, 810 FEL	4	15S	09E
Utah 04-217	4300730383	1343 FNL, 1119 FWL	4	15\$	09E
Utah 04-218	4300730418	1084 FSL, 509 FEL	4	15S	09E
Utah 10-219	4300730298	805 FNL, 756 FWL	10	15S	09E
Utah 10-220	4300730432	474 FSL, 372 FWL	10	158	09E
Utah 10-221	4300730303	1602 FSL, 2032 FEL	10	15S	09E
USA 19-222	4300730393	1574 FSL, 1647 FEL	19	15S	10E
Utah 06-223	4300730430	1636 FSL, 1085 FEL	6	15S	09E
Utah 05-225	4300730440	421 FSL, 498 FEL	5	158	09E
Utah 04-226	4300730408	571 FSL, 2331 FWL	4	15S	09E
Utah 09-227	4300730449	652 FNL, 1331 FEL	9	15S	09E
Utah 09-228	4300730413	1444 FNL, 1520 FWL	9	15S	09E
Utah 09-229	4300730414	1595 FSL, 2051 FWL	9	15S	09E
Utah 08-230	4300730410	2003 FNL, 960 FEL	8	15S	09E
Utah 08-231	4300730411	1321 FNL, 1738 FWL	8	15S	09E
H&A 08-232	4300730412	1135 FSL, 1497 FWL	8	15S	09E
Utah 08-233	4300730488	468 FSL, 2030 FEL	8	15S	09E
Utah 07-234	4300730409	1876 FNL, 875 FEL	7	15S	09E
Utah 07-235	4300730421	2098 FSL, 510 FEL	7	15S	09E
H&A 18-236	4300730459	896 FNL, 1511 FEL	18	15S	09E
Utah 18-237	4300730485	1867 FSL, 1920 FEL	18	15S	09E
Utah 17-238	4300730510	677 FNL, 1321 FEL	17	15S	09E
Utah 17-239	4300730511	1383 FNL, 1576 FWL	17	15S	09E
Utah 17-240	4300730512	1977 FSL, 1394 FWL	17	15S	09E
Utah 17-241	4300730513	1668 FSL, 2222 FEL	17	15S	08E
USA 12-242	4300730482	1738 FNL, 1505 FEL	12	15S	08E
USA 12-243	4300730486	950 FNL, 232 FWL	12	15S	08E
USA 11-244	4300730463	1151 FNL, 1690 FEL	11	15S	08E
USA 11-245	4300730462	1234 FNL, 1743 FWL	11	15S	08E
Utah 01-246	4300730566	1619 FNL, 170 FWL	1	15S	09E
Utah 01-247	4300730465	594 FSL, 266 FWL	1	15S	08E
USA 35-248	4300730582	828 FSL, 1245 FEL	35	15S	09E
USA 30-251	4300730403	1169 FSL, 913 FWL	30	15S	10E
Utah 25-252	4300730400	1937 FNL, 1416 FEL	25	15S	09E
Utah 25-253	4300730401	809 FSL, 899 FWL	25	15S	09E
Utah 25-254	4300730402	1787 FSL, 1954 FEL	25	15S	09E
Utah 26-255	4300730446	1209 FNL, 755 FEL	26	15S	09E
Utah 26-256	4300730445	1274 FSL, 1351 FWL	26	15S	09E
Utah 26-257	4300730444	1263 FSL, 1368 FEL	26	15S	09E
Utah 34-258	4300730552	1198 FNL, 1880 FEL	34	15S	09E
Utah 34-259	4300730456	1662 FSL, 2046 FEL	34	15S	09E
Utah 35-260	4300730447	814 FNL, 1900 FEL	35	15S	09E
Otal 33-200	1 400010041	014114E, 19001 EL	1	1 ,00	

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Utah 35-261	4300730442	615 FNL, 818 FWL	35	15S	09E
Utah 35-262	4300730443	1657 FSL, 1850 FWL	35	15S	09E
Utah 35-263	4300730441	1785 FSL, 946 FEL	35	15S	09E
USA 01-264	4301530336	1055 FNL, 441 FWL	1	16S	09E
USA 01-265	4301530337	1739 FSL, 636 FWL	1	16S	09E
Woolstenhulme 05-266	4300730481	1389 FNL, 2179 FEL	5	15S	10E
Utah 26-267	4300730514	1836 FNL, 2130 FWL	26	15S	09E
Utah 27-268	4300730457	1125 FSL, 1682 FWL	26	15S	09E
Utah 27-269	4300730458	1661 FSL, 795 FEL	27	15S	09E
Utah 34-270	4300730347	774 FNL, 756 FWL	34	15S	09E
Utah 34-271	4300730496	1693 FSL, 965 FWL	34	15S	09Ē
Utah 33-272	4300730502	694 FNL, 2034 FEL	33	15S	09E
Utah 33-273	4300730493	1922 FNL, 328 FWL	33	15S	09E
Utah 33-274	4300730494	1098 FSL, 1673 FWL	33	15S	09E
Utah 33-275	4300730495	1401 FSL, 1029 FEL	33	15S	09E
Utah 32-276	4300730483	738 FL, 1318 FWL	32	15S	09E
Utah 32-277	4300730484	1613 FSL, 1931 FEL	32	15S	09E
Utah 05-278	4301530278	1665 FNL, 1923 FEL	5	15S	09E
Utah 04-279	4301530340	1020 FNL, 1757 FEL	4	16S	09E
Utah 04-280	4301530341	2087 FNL, 1627 FWL	4	16S	09E
Utah 04-281	4301530399	999 FSL, 896 FWL	4	16S	09E
Utah 04-282	4301530342	2188 FSL, 911 FEL	4	16S	09E
Utah 03-283	4301530349	461 FNL, 1772 FEL	3	16S	09E
Utah 03-284	4301530346	1218 FNL, 753 FWL	3	16S	09E
Utah 03-285	4301530345	1917 FSL, 546 FWL	3	16S	09E
Utah 03-286	4301530344	1690 FSL, 1958 FEL	3	16S	09E
USA 20-287	4300730448	1395 FNL, 979 FWL	20	15S	10E
USA 20-288	4300730451	1566 FSL, 1125 FWL	20	15S	10E
USA 30-289	4300730452	1184 FNL, 1353 FEL	30	15S	10E
USA 30-290	4300730453	1080 FSL, 1508 FEL	30	14S	10E
USA 11-291	4300730501	2609 FNL, 1994 FEL	11	14S	09E
USA 11-292	4300730500	2483 FNL, 664 FWL	11	14S	09E
USA 10-293	4300730498	2011 FNL, 847 FEL	10	14S	09E
USA 10-294	4300730497	1750 FNL, 769 FWL	10	14S	09E
USA 09-295	4300730499	696 FNL, 1198 FEL	9	14S	09E
Fausett 09-296	4300730455	2072 FNL, 798 FWL	9	148	09E
USA 08-297	4300730491	789 FNL, 958 FEL	8	14S	09E
Ritzakis 08-298	4300730475	798 FNL, 2018 FWL	8	14S	09E
Ritzakis 08-299	4300730479	2187 FSL, 1885 FWL	8	14S	09E
Ritzakis 08-300	4300730476	2485 FSL, 1522 FEL	8	14S	09E
USA 04-302	4300730489	1076 FSL, 1860 FWL	4	14S	09E
USA 04-303	4300730490	597 FSL, 984 FEL	4	148	09E
Ritzakis 05-304	4300730473	688 FSL, 1888 FWL	5	14S	09E
Ritzakis 05-305	4300730474	1104 FSL, 1196 FEL	5	14S	09E
USA 06-306	4300730492	399 FSL, 306 FEL	6	148	09E
Helper 07-307	4300730487	672 FNL, 962 FWL	7	15S	09E
USA 31-310	4300730516	624 FNL, 1238 FWL	31	15S	10E
USA 31-311	4300730517	1934 FSL, 973 FWL	31	15S	10E
USA 01-312	4301530350	1453 FNL, 1881 FEL	1	16S	09E

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USA 11-314	4301530353	1262 FNL, 1136 FWL	11	16S	09E
USA 10-317	4301530352	1221 FNL, 1104 FEL	10	16S	09E
USA 12-322	4300730576	492 FSL, 495 FWL	10	15S	08E
USA 12-323	4300730577	540 FSL, 784 FEL	12	15S	08E
USA 11-324	4300730575	732 FSL, 1763 FEL	11	15S	08E
USA 14-325	4300730579	890 FNL, 1469 FEL	14	15S	08E
USA 13-326	4300730581	1065 FNL, 1563 FEL	13	15S	08E
USA 13-327	4300730578	1092 FNL, 941 FWL	13	15S	08E
USA 35-328	4300730583	964 FSL, 1999 FWL	35	14S	08E
Utah 09-329	4300730561	884 FSL, 1324 FEL	9	15S	09E
Utah 06-330	4300730562	938 FNL, 1564 FWL	6	15S	09E
Utah 20-333	4300730669	1069 FNL, 1460 FEL	20	15S	09E
Utah 20-334	4300730625	932 FNL, 1655 FWL	20	15S	09E
Utah 20-335	4300730626	2152 FSL, 1716 FWL	20	15S	09E
Utah 19-337	4300730623	926 FNL, 768 FEL	19	15S	09E
Utah 19-338	4300730624	1789 FSL, 1426 FEL	19	15S	09E
Utah 05-343	4301530400	1795 FNL, 1431 FWL	5	16S	09E
Utah 05-344	4301530401	1316 FSL, 1343 FWL	5	16S	09E
Utah 05-345	4301530402	908 FSL, 1449 FEL	5	16S	09E
Utah 08-354	4301530395	1073 FNL, 1914 FEL	8	16S	09E
Utah 08-355	4301530378	1673 FNL, 850 FWL	8	16S	09E
Utah 08-356	4301530379	1701 FSL, 799 FWL	8	16S	09E
Utah 08-357	4301530380	1722 FSL, 1599 FEL	8	16S	09E
Utah 09-358	4301530300	2097 FNL, 1634 FEL	9	16S	09E
Utah 09-359	4301530407	1787 FNL, 871 FWL	9	16S	09E
Utah 09-360	4301530397	1323 FSL, 881 FWL	9	16S	09E
Utah 09-361	4301530408	1564 FSL, 1998 FEL	9	16S	09E
USA 10-362	4301530424	2225 FNL, 494 FWL	10	16S	09E
USA 14-386	4300730634	592 FNL, 2236 FWL	14	15S	08E
USA 24-387	4300730612	1243 FSL, 2306 FWL	10	14S	08E
USA 24-388	4300730613	1177 FSL, 612 FEL	24	14S	08E
Utah 25-389	4300730600	737 FNL, 1976 FEL	25	14S	08E
Utah 25-390	4300730599	1540 FNL, 1354 FWL	25	14S	08E
Utah 25-391A	4300730658	1264 FSL, 1573 FWL	25	14S	08E
Utah 25-392	4300730602	2045 FSL, 1718 FEL	25	14S	09E
USA 26-393	4300730614	1666 FNL, 874 FEL	26	14S	08E
USA 26-394	4300730615	856 FSL, 2377 FWL	26	14S	08E
USA 26-395	4300730616	1927 FSL, 830 FEL	26	14S	08E
USA 35-396	4300730584	616 FNL, 1896 FEL	35	14S	08E
USA 35-397	4300730585	949 FNL, 1264 FWL	35	14S	08E
USA 20-398	4300730590	1374 FNL, 1387 FEL	20	15S	10E
USA 20-399	4300730591	1445 FSL, 1128 FEL	20	15S	10E
Utah 09-412	4300730580	1102 FSL, 1018 FWL	9	15S	10E
Utah 09-413	4300730605	1007 FNL, 1197 FWL	9	15S	10E
Utah 10-415	4301530391	1090 FNL, 557 FEL	10	16S	08E
USA 14-416	4300730646	892 FSL, 1311 FWL	14	15S	08E
USA 14-417	4300730647	1741 FSL, 1054 FEL	14	15S	09E
1104 10 110	4200720645	737 FSL, 793 FEL	13	15S	08E
USA 13-418	4300730645	737 1 3L, 733 FEL		100	UOL

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USA 23-423	4300730611	408 FSL, 924 FEL	23	14S	08E
USA 34-434	4300730621	1342 FSL, 922 FEL	34	14S	08E
USA 18-435	4300730619	1868 FNL, 793 FWL	18	14S	09E
USA 07-436	4300730630	3121 FNL, 871 FEL	7	14S	09E
USA 03-442	4300730710	899 FNL, 553 FEL	3	15S	. 08E
USA 24-443	4300730651	1780 FNL, 2247 FEL	24	15S	08E
USA 24-444	4300730648	1338 FNL, 1153 FWL	24	15S	08E
USA 24-446	4300730708	1377 FNL, 2340 FWL	24	14S	08E
USA 13-447	4300730707	2044 FSL, 741 FEL	13	148	08E
USA 24-448	4300730652	2146 FSL, 2021 FEL	24	15S	08E
Utah 34-456	4300730713	755 FNL, 1377 FEL	34	14S	08E
USA 13-470	4300730706	1741 FNL, 554 FEL	13	14S	08E
Utah 06-483	4300730716	2456 FSL, 988 FWL	6	15S	09E
American Quasar D1	4300730040	999 FSL, 1552 FWL	31	14\$	10E
Arcadia-Telonis D2	4300730093	465 FSL, 560 FEL	19	14S	09E
Utah D3	4300730290	1600 FSL, 1530 FEL	18	15S	10E
Utah D4	4300730314	600 FNL, 500 FWL	24	14S	09E
Fausett D5	4300730351	467 FNL, 1461 FWL	16	14S	09E
Drew D6	4300730100	1300 FSL, 830 FWL	34	14S	09E
Utah D7	4301530338	1371 FSL, 1530 FEL	2	148	09E
Utah D8	4300730431	1342 FNL, 350 FWL	12	15S	09E
Utah D9	4300730438	1960 FNL, 1487 FWL	32	14S	09E
RGC D10	4300730520	162 FNL, 1557 FEL	28	15S	09E
USA D11	4301530356	1513 FNL, 2437 FEL	13	16S	09E
Sampinos D14	4300730567	1695 FSL, 2133 FEL	16	15S	10E

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PRUITT, GUSHEE & BACHTELL

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> TELECOPIER (801) 531-8468 E-MAIL: mail@pgblaw.com

SENIOR COUNSEL:

ROBERT G PRUITT, JR OLIVER W GUSHEE, JR

OF COUNSEL:

ROBERT G PRUITT, III BRENT A BOHMAN

January 29, 2001

HAND DELIVERED

Mr. Jim Thompson Utah Division of Oil, Gas & Mining 1594 W. North Temple Salt Lake City, UT 84116

Re: River Gas/Phillips Merger

Dear Mr. Thompson:

THOMAS W BACHTELL A JOHN DAVIS. III

JOHN W ANDERSON

ANGELA L FRANKLIN

MICHAEL S JOHNSON

JOHN S FLITTON

WILLIAM E WARD

FREDERICK M MACDONALD GEORGE S YOUNG

As you may know, River Gas Corporation ("RGC") merged into Phillips Petroleum Company ("Phillips") effective December 31, 2000 at 11:59 p.m. I have enclosed a Certificate of Articles of Merger issued by the Utah Department of Commerce and, although duplicative, a sundry notice formally evidencing the merger for your records, and a list of all wells, including injection wells, formerly operated by RGC.

Please change the Division's records to reflect the change in operator of these wells from RGC to Phillips. All operational questions should be directed to Phillips at the following address:

Phillips Petroleum Company Attn: Billy Stacy, Operations Manager P.O. Box 3368 Englewood, CO 80155-3368 Telephone No.: (720) 344-4984

Phillips currently has a bond on file with the Division (a copy of which is enclosed for your reference), but I understand an \$80,000 Letter of Credit is in the process of being substituted.

Mr. Jim Thompson January 29, 2001 Page 2

On behalf of Phillips, I thank you for your cooperation. Should you have any further questions or concerns, please do not hesitate to contact me.

Yours very truly,

Frederick M. MacDonald

FMM:cs 2078.16 Enclosures

cc: W. H. Rainbolt Billy Stacy



Utah Department of Commerce Division of Corporations & Commercial Code

160 East 300 South, 2nd Floor, Box 146705 Salt Lake City, UT 84114-6705 Phone: (801) 530-4849

Toll Free: (877) 526-3994 Utah Residents

Fax: (801) 530-6438

Web site: http://www.commerce.state.ut.us

Registration Number: 562960-0143

01/12/01

Business Name:

PHILLIPS PETROLEUM COMPANY

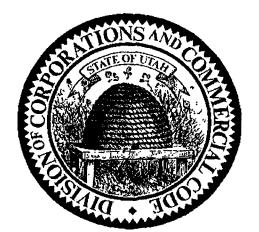
Registered Date:

JUNE 14, 1946

CERTIFICATE OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT

ARTICLES OF MERGER WERE FILED WITH THIS OFFICE ON DECEMBER 12, 2000 MERGING RIVER GAS CORPORATION, A CORPORATION OF THE STATE OF ALABAMA, INTO PHILLIPS PETROLEUM COMPANY, THE SURVIVING CORPORATION WHICH IS OF THE STATE OF DELAWARE, AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Pir Campbell

Ric Campbell

Acting Division Director of

Corporations and Commercial Code

12-12-00P04:02 RCVD

State of Delaware

PAGE 1

Office of the Secretary of State



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECTED TO THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RIVER GAS CORPORATION", A ALABAMA CORPORATION,

WITH AND INTO "PHILLIPS PETROLEUM COMPANY" UNDER THE NAME OF "PHILLIPS PETROLEUM COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF DECEMBER, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:59 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

State of Utah

Department of Commerce

Division of Corporations and Commercial Code

I Hereby certify that the foregoing has been field and approved on this Lady of Lazo of in the office of this Division and hereby issue

this Certificate thereof.

Examiner

RIC CAMPBELL ACTING DIRECTOR



DEC 12 2000

Uses Bir. Of Cosp. & Costs. Code



Edward J. Freel, Secretary of State
AUTHENTICATION: 0837738

DATE: 12-07-00

0064324 8100M

001609453

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 10:00 AM 12/06/2000 001609453 - 0064324

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RIVER GAS CORPORATION

(an Alabama corporation)

into

Phillips Petroleum Company

(a Delaware corporation)

It is hereby certified that:

- 1. Phillips Petroleum Company [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.
- 2. The Corporation is the owner of all of the outstanding shares of each class of stock of River Gas Corporation, which is a business corporation of the State of Alabama.
- 3. The laws of the jurisdiction of organization of River Gas Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
- 4. The Corporation hereby merges River Gas Corporation into the Corporation.
- 5. The following is a copy of the resolutions adopted on November 21, 2000 by the Board of Directors of the Corporation to merge the said River Gas Corporation into the Corporation:
 - "1. Phillips Petroleum Company, which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of River Gas Corporation, which is a business corporation of the State of Alabama, hereby merges River Gas Corporation into Phillips Petroleum Company pursuant to the provisions of the Alabama Business Corporation Act and pursuant to the

provisions of Section 253 of the General Corporation Law of Delaware.

- "2. The separate existence of River Gas Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the Alabama Business Corporation Act; and Phillips Petroleum Company shall continue its existence as the surviving corporation pursuant to the provisions of Section 253 of the General Corporation Law of Delaware.
- "3. The Articles of Incorporation of Phillips Petroleum Company are not amended in any respect by this Plan of Merger.
- "4. The issued shares of River Gas Corporation shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
- "5. Each share of Phillips Petroleum Company outstanding immediately prior to the effective time and date of the merger is to be an identical outstanding share of Phillips Petroleum Company at the effective time and date of the merger.
- "6. No shares of Phillips Petroleum Company and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
- "7. The Board of Directors and the proper officers of Phillips Petroleum Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."
- "This Company approves that the effective time and date of the merger herein provided for in the State of Alabama shall be 11:59 p.m. on December 31, 2000."
- "Any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, any Assistant Secretary, and each of them severally, be and hereby is authorized to make, execute,

deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of these resolutions and to do or cause to be done all such acts as are necessary to give effect to the purpose and intent of the approval herein set forth."

6. This Certificate of Ownership and Merger shall be effective at 11:59 p.m. on December 31, 2000.

Executed on November 27, 2000

Phillips Petroleum Company

N. A. Loffis, Assistant Secretary



Unted States Department of Interior

BUREAU OF LAND MANAGEMENT

Utah State Office P.O. Box 45155 Salt Lake City, UT 84145-0155

In Reply Refer To: 3106 UTU-47157 et al (UT-932)

JAN 3 0 2001

NOTICE

Phillips Petroleum Company

Oil and Gas

Attn: W. H. Rainbolt, Rocky Mtn. Region-Land

Box 1967

Houston, TX 77251-1967

Merger Recognized

Acceptable evidence has been filed in this office concerning the merger of River Gas Corporation into Phillips Petroleum Company with Phillips Petroleum Company being the surviving entity.

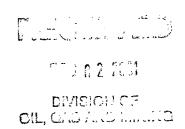
The oil and gas lease files and rights-of-way files identified on the enclosed exhibit have been noted as to the merger. The exhibit is the list supplied by the representative of the companies, and verified by our computerized records. We have not adjudicated the case files to determine if the entity affected by the merger holds an interest in the leases identified, nor have we attempted to identify leases where the entity is the operator on the ground, maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable BLM offices of the merger by a copy of this notice. If additional documentation for a change of operator is required by our Field Offices, you will be contacted by them.

By recognition of the merger the obligor is automatically changed by operation of law from River Gas Corporation to Phillips Petroleum Company on Letter of Credit No. P-207337 (BLM Bond No. UT0829). A rider to BLM Bond No. ES0048 assuming any and all liabilities of BLM Bond No. UT0829 must be submitted for approval to the Eastern States Office, Attn: Bill Forbes, 7450 Boston Boulevard, Springfield, VA 22153. After the rider is approved, the Letter of Credit will be returned to the financial institution that issued it.

ROBERT LOPEZ

Robert Lopez Chief, Branch of Minerals Adjudication

Enclosure
Exhibit of Leases



cc: Moab Field Office

Vernal Field Office

Price Field Office

MMS-Reference Data Branch, MS 3130, P.O. Box 5860, Denver, CO 80217

State of Utah, DOGM, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC, UT 84114

The Chase Manhattan Bank, Attn: Standby Letter of Credit Dept., 4 Chase Metrotech Center, 8th Floor Brooklyn, NY 11245

Teresa Thompson (UT-931)

LaVerne Steah (UT-942)

Pruitt, Gushee & Bachtell, Attn: Frederick M. MacDonald, Suite 1850 Beneficial Life Tower,

Salt Lake City, Utah 84111-1495

BLM, Eastern States Office (Attn: Bill Forbes)

Division of Oil, Gas and Mining

OPERATOR CHANGE WORKSHEET

ROUTING 1. GLH

1. GLH 4-KAS - 5-SPO 3. JLT 6-FILE

Enter date after each listed item is completed

Change of Operator (Well Sold)

Designation of Agent

DRUNKARDS WASH

Operator Name Change (Only)

X Merger

The operator of the well(s) listed below has changed, effective:	12-31-2000
FROM: (Old Operator):	TO: (New Operator):
RIVER GAS CORPORATION	PHILLIPS PETROLEUM COMPANY
Address: 6825 S. 5300 W. P. O. BOX 851	Address: P. O. BOX 3368
PRICE, UT 84501	ENGLEWOOD, CO 80155-3368
Phone: 1-(435)-613-9777	Phone: 1-(720)-344-4984
Account N1605	Account N1475

Unit:

CA No.

WELL(S)

UTAH 31-126

WELL(S)	API	ENTITY	SEC. TWN	LEASE	WELL	WELL
NAME	NO.	NO.	RNG	TYPE	TYPE	STATUS
UTAH 01-208	43-007-30464	11256	01-15S-08E	STATE	GW	P
UTAH 01-247	43-007-30465	11256	01-15S-08E	STATE	GW	P
UTAH 1-209	43-007-30467	11256	01-15S-08E	STATE	GW	P
UTAH 01-246	43-007-30566	11256	01-15S-08E	STATE	GW	P
UTAH 02-169	43-007-30308	11256	02-15S-08E	STATE	GW	P
UTAH 02-166	43-007-30337	11256	02-15S-08E	STATE	GW	P
UTAH 02-167	43-007-30338	11256	02-15S-08E	STATE	GW	P
UTAH 36-1-2	43-007-30178	11256	36-14S-09E	STATE	GW	P
STATE OF UTAH 36-3-4	43-007-30142	11256	36-14S-09E	STATE	GW	P
UTAH 36-11-11	43-007-30184	11256	36-14S-09E	STATE	GW	P
UTAH 18-93	43-007-30587	11256	18-14S-10E	STATE	GW	P
UTAH 19-14-12	43-007-30182	11256	19-14S-10E	STATE	GW	P
UTAH 19-77	43-007-30252	11256	19-14S-10E	STATE	GW	P
UTAH 30-5-13	43-007-30179	11256	30-14S-10E	STATE	GW	P
UTAH 30-13-14	43-007-30185	11256	30-14S-10E	STATE	GW	P
UTAH 30-125	43-007-30262	11256	30-14S-10E	STATE	GW	P
UTAH 31-3-3	43-007-30143	11256	31-14S-10E	STATE	GW	P
UTAH 31-12-10	43-007-30183	11256	31-14S-10E	STATE	GW	P
UTAH 31-79	43-007-30253	11256	31-14S-10E	STATE	GW	Р

OPERATOR CHANGES DOCUMENTATION

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/29/2001

43-007-30305

11256

31-14S-10E

STATE

GW

Р

2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/29/2001

3. The new company has been checked through the Department of Commerce, Division of Corporations Database on:

02/15/2001

4.	Is the new operator registered in the State of Utah:	YES	Business Nur	nber:	562960-0143
5.	If NO, the operator was contacted contacted on:				
6.	Federal and Indian Lease Wells: The BLM and or operator change for all wells listed on Federal or Indian			ne (merge 01/30/2001	<u> </u>
7.	Federal and Indian Units: The BLM or BIA has a for wells listed on:	approved the N/A	successor of	unit ope	rator
8.	·		The BLM or	the BIA	has approved the operator
9.	Underground Injection Control ("UIC") Professor the enhanced/secondary recovery unit/project for the w			C Form 5,	Transfer of Authority to Inject,
D	ATA ENTRY:		-		
1.	Changes entered in the Oil and Gas Database on:	02/27/2001			
2.	Changes have been entered on the Monthly Operator Cha	ange Spread S	heet on:	2/27/2001	_
3.	Bond information entered in RBDMS on:	N/A	_		
4.	Fee wells attached to bond in RBDMS on:	N/A	_		
S	TATE BOND VERIFICATION:	59521	89	·	
1.	State well(s) covered by Bond No.:	N/A	-		
F	EE WELLS - BOND VERIFICATION/LEASE	INTEREST	OWNER NO	OTIFIC	ATION:
	(R649-3-1) The NEW operator of any fee well(s) listed has			N/A	_
2.	The FORMER operator has requested a release of liability for The Division sent response by letter on:	from their bond	l on:	N/A	_
3.	(R649-2-10) The FORMER operator of the Fee wells has be of their responsibility to notify all interest owners of this charge.		and informed by	a letter fro	om the Division —
F	LMING:				
1.	All attachments to this form have been MICROFILMED o	n: 3-20	>-01		
	LING: ORIGINALS/COPIES of all attachments pertaining to each	n individual we	ll have been fille	ed in each	well file on:
CC	DMMENTS:				
					



ORIGINAL

DIVISION OF OIL, GAS AND MINING				
DIVISION OF OIL, GAS AND MINING	5. Lease Designation and Serial Number:			
	ML-43033			
SUNDRY NOTICES AND REPORTS ON WELLS	6. If Indian, Allottee or Tribe Name:			
	N/A			
Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.	7. Unit Agreement Name:			
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.	UTU67921X Drunkards Wash			
1. Type of Well: OIL GAS 💆 OTHER:	Well Name and Number:			
The type of the first and the	UTAH 02-166			
2. Name of Operator:	9. API Well Number:			
Phillips Petroleum Company	43-007-30337			
3. Address and Telephone Number:	10. Field or Pool, or Wildcat:			

4. Location of Well

1219' FNL, 1738' FEL

QQ, Sec., T., R., M.:

NW/NE, SEC. 02, T15S, R08E, SLB & M

County:

Carbon County

State: Utah

Drunkards Wash

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

6825 South 5300 West, P.O. Box 851, Price, UT 84501 (435) 613-9777

NOTICE OF INTENT (Submit in Duplicate)				SUBSEQUENT REPORT (Submit Original Form Only)			
	Abandon		New Construction		Abandon *		New Construction
	Repair Casing		Pull or Alter Csg		Repair Casing		Pull or Alter Csg
	Change of Plans		Recomplete		Change of Plans		Reperforate
	Convert to Injection		Reperforate		Convert to Injection		Vent or Flare
	Fracture Treat or Acidize		Vent or Flare		Fracture Treat or Acidize		Water Shut-Off
	Multiple Completion		Water Shut-Off	X	Other Chemical/Flush Treatment		
	Other			Dat	te of work completion04/2	3/02	<u> </u>
Approximate date work will start							
				Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.			
				* M	ust be accompanied by a cement verification report.		

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true

Please be advised that the above referenced well was chemically treated with 4000 gallons of low Ph fluid & 250 gallons of 4% HCL on 04/23/02.

13.

Name & Signature: Lynnette Allred

G. allred

Administrative Assistant

Date: 05/01/02

(This space for state use only)

RECEIVED

MAY 0 6 2002



Re:

Notice of Address Change, Merger and Name Change

Address Change effective December 2, 2002

Merger and Name Change effective December 31, 2002

Divisions of Oil, Gas, and Mining Attn: Mr. John Baza 1594 West North Temple, Suite 1210, P. O. Box 145801 Salt Lake City, UT 84114-5801

Gentlemen:

- 1. Effective December 2, 2002, Phillips Petroleum Company will close its Englewood, Colorado Rocky Mountain Region office. After that time, all correspondence, notices and invoice for Land related matters should be directed to the address(es) noted below. Note that until December 31, 2002, all properties in which Phillips held an interest will continue to be operated by Phillips Petroleum Company, a wholly-owned subsidiary of ConocoPhillips.
- 2. On December 31, 2002, Phillips Petroleum Company and Conoco Inc. will merge, and the surviving corporation will be renamed "ConocoPhillips Company".

In accordance with the notice provisions of the Operating Agreements and other agreements, if any, between our companies, please adjust your company/organization records, effective for address purposes as of December 2, 2002, and for company name purposes, as of January 1, 2003, to reflect the following information for addressing and delivery of notices, invoicing and payment, and communications with ConocoPhillips Company. This will also apply to Lease Sale notices and other lease-related correspondence and notifications.

U.S. Mail Address:

ConocoPhillips Company P.O. Box 2197 Houston, Texas 77252 Attn: Chief Landman, San Juan/Rockies

Physical Address & Overnight Delivery:

ConocoPhillips Company 550 Westlake Park Blvd. Three Westlake Park 3WL, Room WL 9000 Houston, Texas 77079 Attn: Chief Landman, San Juan/Rockies

All ballots and official notices/responses sent by facsimile transmission should be sent to the following contact:

Attn: Chief Landman, San Juan/Rockies

Fax No.: 832-486-2688 or 832-486-2687

Weilian Painbai

Please contact the undersigned immediately if you have any questions. This notice does not apply to royalty inquiries, joint interest billings, or revenue remittances. Please continue to use the same addresses you are currently using for these matters

Sincerely,

RECTIVED

DEC 0 2 2002

DIVISION OF OIL, GAS AND MINING

STATE OF UTAH

DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING	5. LEASE DESIGNATION AND SERIAL NUMBER:
SUNDRY NOTICES AND REPORTS ON WELLS	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter pludrill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.	7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL OIL WELL GAS WELL OTHER All	8. WELL NAME and NUMBER: See Attached List
2. NAME OF OPERATOR: Phillips Petroleum Company	9. API NUMBER: See List
3. ADDRESS OF OPERATOR: 980 Plaza Office CITY Bartlesville STATE OK ZIP 74004 (918) 6	MBER: 10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached List QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:	COUNTY: STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOT	······
TYPE OF SUBMISSION TYPE OF A	CTION
NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: CASING REPAIR CHANGE TO PREVIOUS PLANS DEEPEN FRACTURE TREAT NEW CONSTRUCTION OPERATOR CHANGE	REPERFORATE CURRENT FORMATION SIDETRACK TO REPAIR WELL TEMPORARILY ABANDON TUBING REPAIR
SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: CHANGE WELL NAME CHANGE WELL STATUS CHANGE WELL STATUS PRODUCTION (START/RI COMMINGLE PRODUCING FORMATIONS RECLAMATION OF WELL CONVERT WELL TYPE RECOMPLETE - DIFFERE	SITE OTHER:
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates. Conoco Inc. was merged into Phillips Petroleum Company, the surviving corpora with this merger and effective on the same date, the name of the surviving corporation company. We are requesting that a new Operator Number be assigned to Complete Please send production reporting forms to Herb Henderson at ConocoPhillips Construction. Please send production reporting forms to Herb Henderson at ConocoPhillips Construction.	ation, on December 31, 2002. In connection pration was changed to "ConocoPhillips nocoPhillips Company.
Current Operator Phillips Petroleum Company ConocoPhillips Con C	Perez RECEIVED JAN 0 8 2003 DIV. OF OIL, GAS & MINING
NAME (PLEASE PRINT) Yolanda Perez Sr. Re	egulatory Analyst
SIGNATURE Wolands Pure 12/30	1/2002

(This space for State use only)



SECRETARY'S CERTIFICATE

I, the undersigned, Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, formerly Phillips Petroleum Company, organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby certify that:

- 1. As Assistant Secretary I am authorized to execute this certificate on behalf of the Corporation.
- 2. The attached photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company (to be renamed ConocoPhillips Company) is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of January 1, 2003 and such Certificate of Amendment has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.
- 3. The attached photocopy of the Certificate of Merger of Conoco Inc. with and into ConocoPhillips Company is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate of Merger has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of the Corporation this 7th day of January 2003.

Assistant-Secretary onocoPhillips Company

STATE OF TEXAS

8

COUNTY OF HARRIS

This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation

RECEIVED

JAN n 8 2003

DIV. OF OIL, GAS & MINING



PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.

JAN 0 8 2003

DIV. OF OIL, GAS & MINING

Warriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

DATE: 01-02-03

0064324 8100

030002793

STATE OF DELAWARE (THU) 12. 12 02 13:32/ST. 13:5000000 OF CORPORATIONS PILED 01:41 PM 12/12/2002 020763238 - 0064324

CERTIFICATE OF AMENDMENT

to the

RESTATED CERTIFICATE OF INCORPORATION

of

PHILLIPS PETROLEUM COMPANY (to be renamed ConocoPhillips Company)

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

- 1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.
- 2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

- 3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:
 - "Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."
- 4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

HOU03:884504.1

JAN n 8 2003

IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this 12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

Name:

Rick A. Harrington

Senior Vice President, Legal, and General Counsel Title:

HQU03:884504.1

RECEIVED JAN 0 8 2003

DIV. OF OIL, GAS & MINING



The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

> RECEIVED JAN 0 8 2003

DIV. OF OIL, GAS & MINING



Darriet Smith Windson

AUTHENTICATION: 2183370

DATE: 01-02-03

0064324 8100M

030002793

(THU) | 2. | 12' | 02 | 13:35/ST. | 13:34/ARX ARX OF DELAWARE | 16 DIVISION OF CORPORATIONS FILED 01:44 PM 12/12/2002 020763253 - 0064324

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company (a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

NAME

STATE OF INCORPORATION

PHILLIPS PETROLEUM COMPANY

Delaware

CONOCO INC.

Delaware

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079:

RECEIVED

JAN 0 8 2003

Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY

(a Delaware corporation)

By:

Name: Rick A. Harrington

Title: Senior Vice President, Legal, and General Counsel

RECEIVED
JAN 0 8 2003



CONOCOPHILLIPS COMPANY

Corporation - Foreign - Profit 562960-0143

REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

EFFECTIVE 06/14/1946

KARBEST SEES VESTES

EXPIRATION *RENEWAL

UNITED STATES CORP CO
CONOCOPHILLIPS COMPANY
GATEWAY TOWER EAST STE 900
10 EAST SOUTH TEMPLE
SLC UT 84133

RECEIVED
JAN 0 8 2003

30182041111111111

DIV. OF OIL, GAS & MINING

STATE OF UTAH DEPARTMENT OF COMMERCE DIVISION OF CORPORATIONS & COMMERCIAL CODE

REGISTRATION

EFFECTIVE DATE:

06/14/1946

EXPIRATION DATE:

*RENEWAL

ISSUED TO:

CONOCOPHILLIPS COMPANY



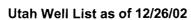
REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

562960-0143

Corporation - Foreign - Profit

*RENEWAL

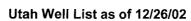
You will need to renew your registration each anniversary date of the effective date. Exceptions: DBAs and Business Trusts renew every three (3) years from the effective date.



API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30887-00-00		Gas Well	APD	32	14	·	10	
43-007-30865-00-00	COTNER 29-549	Gas Well	APD	29	14	S	10	Е
43-007-30837-00-00	DALLIN 32-615	Gas Well	APD	32	13	S	9	Е
43-047-34551-00-00	FED 43-24-3 #1	Gas Well	APD	24	10	S	17	
43-047-33982-00-00	FEDERAL 12-17 #1	Gas Well	APD	17	10	S	18	
43-047-34471-00-00	FEDERAL 12-29-7 1	Gas Well	APD	29		S	19	
43-047-34472-00-00	FEDERAL 31-31-6 1	Gas Well	APD	31	9	S	19	Е
43-007-30864-00-00	MCKENDRICK 29-548	Gas Well	APD	29	14	S	10	E
43-015-30512-00-00	PPCO 19-379	Gas Well	APD	19	16		9	E
43-015-30515-00-00	PPCO 24-562	Gas Well	APD	24	16	S	8	
43-015-30548-00-00	PPCO 30-605	Gas Well	APD	30	16	S	9	E
43-007-30888-00-00	PRICE 32-438	Gas Well	APD	32	14	S	10	
43-007-30813-00-00	RITZAKIS 33-514	Gas Well	APD	33	13	S	9	E
43-007-30766-00-00	RITZAKIS 33-516	Gas Well	APD	33	13	S	9	Е
43-007-30838-00-00	ROWLEY 32-616	Gas Well	APD	32	13	S	9	E
43-007-30863-00-00	SCHMIDT 29-531	Gas Well	APD	29	14	S	10	E
43-007-30797-00-00	SEELY 15-498	Gas Well	APD	15	14	S	8	Е
43-007-30798-00-00	SEELY 15-499	Gas Well	APD	15	14	S	8	E
43-007-30799-00-00	SEELY 15-500	Gas Well	APD	15	14		8	
43-007-30796-00-00	SEELY 22-492	Gas Well	APD	22	14		8	E
43-007-30801-00-00	SEELY 22-502	Gas Well	APD	22	14		8	
43-007-30802-00-00		Gas Well	APD	22	14		8	
43-007-30711-00-00		Gas Well	APD	9	15		8	
43-015-30351-00-00	USA 11-313	Gas Well	APD	11	16		9	
43-015-30398-00-00			APD	12	16		9	
43-015-30409-00-00			APD	12	16		9	
43-007-30805-00-00			APD	14	14		8	
43-007-30806-00-00			APD	14	14		8	E
43-007-30676-00-00		Gas Well	APD	15	15			E
43-015-30417-00-00			APD	21	16			E
43-015-30416-00-00			APD	21	16			E
43-015-30415-00-00			APD	21	16			E
43-007-30515-00-00			APD	31	15		10	
43-007-30835-00-00			APD	33	13			E
43-007-30836-00-00			APD	33	13	S	9	
43-007-30803-00-00			APD	34	14			Ε.
43-007-30478-00-00			APD	5	15		9	
43-015-30411-00-00			APD	16	16		9	
43-015-30412-00-00			APD	16	16		9	
43-015-30413-00-00			APD	16	16		9	
43-015-30299-00-00			APD	18	16		9	
43-015-30420-00-00			APD	19	16		9	
43-015-30492-00-00			APD	19	16		9	
43-007-30891-00-00			APD	19	14		10	
43-015-30414-00-00			APD	20	16		9	
43-015-30421-00-00			APD	20	16		9	
43-015-30518-00-00			APD	25	16		8	
43-015-30539-00-00			APD	25	16		8	
43-015-30540-00-00			APD	25	16		8	
43-007-30817-00-00			APD	25	13		9	
43-015-30543-00-00			APD	26	16		8	
43-015-30547-00-00			APD	29	16		9	
43-007-3 0889-00-00			APD	32	14		10	
43-007-30814-00-00	UTAH 35-506	Gas Well	APD	35	13	s	9	<u> </u>



API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-047-33750-00-00		Gas Well	Ρ.	29		S	19	
43-007-30782-00-00		Gas Well	Р	26	15	S	8	Е
	GIACOLETTO 11-113	Gas Well	Р	11	14	s	9	E
	GIACOLETTO 13-120	Gas Well	Р	13	14	S	9	E
	GIACOLETTO 14-121	Gas Well	Р	14	14	S	9	E
	HELPER & ASSOC 07-307	Gas Well	Р	7	15	S	9	E
	HELPER & ASSOC 18-236	Gas Well	Р	18	15	S		E
	HELPER & ASSOC 18-308	Gas Well	Р	18	15			Ë
	HELPER & ASSOC 8-232	Gas Well	Р	8	15	S		E
	HELPER & ASSOCIATES 7-84	Gas Well	Р	7	15	S	9	E
43-007-30588-00-00		Gas Well	Р	16	15	S	10	E
	KAKATSIDES 31-197	Gas Well	Р	31	14	S	9	E
43-007-30296-00-00		Gas Well	Р	17	15	S	10	E
43-007-30323-00-00		Gas Well	Ρ	16	14	S	9	E
	PETES WASH 23-12 #1	Gas Well	Р	12	10	S	17	Е
43-007-30748-00-00	L	Gas Well	Р	25	15	S		E
43-007-30749-00-00		Gas Well	Р	25	15		8	Ε
43-007-30754-00-00		Gas Well	Р	26	15	S		E
43-007-30755-00-00		Gas Well	Р	26	15		8	E
43-007-30745-00-00		Gas Well	Р	26	15			E
	PINNACLE PEAK 19-171	Gas Well	Р	19	14			Е
43-007-30845-00-00		Gas Well	Р	10	15			Ε
43-007-30282-00-00		Gas Well	Р	19	15		10	
43-007-30283-00-00		Gas Well	Р	19	15		10	
43-007-30346-00-00		Gas Well	Р	30	15		10	Е
43-015-30279-00-00		Gas Well	Р	10	16		8	
43-015-30494-00-00		Gas Well	Р	15	16		8	
	PRETTYMAN 10-15-34	Gas Well	Р	10	14		9	
	PRETTYMAN 11-114	Gas Well	Р	11	14	S	9	E
43-007-30653-00-00		Gas Well	Р	21	15			Е
43-007-30743-00-00		Gas Well	Р	21	15		9	E
43-007-30747-00-00		Gas Well	Р	25	15	S	8	E
43-007-30559-00-00		Gas Well	Р	28	15		9	E
43-007-30518-00-00		Gas Well	Р	28	15	S	9	E
43-007-30509-00-00		Gas Well	Р	3	14	S	9	E
43-007-30473-00-00			Р	5	14	S	9	E
43-007-30474-00-00		Gas Well	Р	5	14	S	9	E
43-007-30475-00-00		Gas Well	P	8	14	S		E
43-007-30479-00-00		Gas Well	Р	8	14	S	.9	E
43-007-30476-00-00		Gas Well	Р	8	14	S	9	Ε
	ROBERTSON 32-127	Gas Well	Р	32	14	S	10	E
43-007-30610-00-00		Gas Well	P	16	15	S	10	E
43-007-30723-00-00		Gas Well	Р	16	15		10	E
43-007-30765-00-00		Gas Well	Р	16	15		10	E
43-007-30800-00-00		Gas Well	Р	22	14	S	8	E
43-007-30130-00-00		Gas Well	Р	25	14	S	9	E
43-007-30142-00-00		Gas Well	Р	36	14		9	
	STELLA-HAMAKER 10-174	Gas Well	Р	10	15		8	Ε
43-007-30746-00-00		Gas Well	Р	23	15		8	E
43-007-30319-00-00		Gas Well	Р	15	14		9	E
43-007-30322-00-00		Gas Well	Р	16	14		9	E
43-007-30300-00-00		Gas Well	Р	19	14			E
43-007-30299-00-00		Gas Well	P	19	14			E
43-007-30327-00-00		Gas Well	P	20	14			E



API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rnad
43-007-30631-00-00		Gas Well	Р	13		S	8	Е
43-007-30707-00-00	USA 13-447	Gas Well	Р	13		S	8	E
43-007-30706-00-00	USA 13-470	Gas Well	Р	13		S		Е
43-007-30789-00-00	USA 13-474	Gas Well	Р	13		S	8	F
43-007-30790-00-00	USA 13-475	Gas Well	Р	13	14		8	E
43-007-30568-00-00	USA 13-91	Gas Well	Р	13	14	4	9	E .
43-007-30404-00-00	USA 14-122	Gas Well	Р	14	14		9	E
43-015-30418-00-00	USA 1-425	Gas Well	Р	1	16		9	E
43-007-30579-00-00	USA 14-325	Gas Well	Р	14	15		8	E
43-007-30634-00-00	USA 14-386	Gas Well	Р	14	15		8	
43-007-30646-00-00	USA 14-416	Gas Well	Р	14	15		8	Ē
43-007-30647-00-00	USA 14-417	Gas Well	Р	14	15		8	
43-007-30791-00-00	USA 14-476	Gas Well	Р	14	14		8	E
43-007-30792-00-00	USA 14-477	Gas Well	Р	14	14	S	8	E
43-007-30529-00-00	USA 14-74	Gas Well	Р	14	14	S	9	E E
43-007-30263-00-00	USA 14-75	Gas Well	Р	14	14		9	E
43-007-30450-00-00	USA 15-176	Gas Well	Р	15	14		9	Ē
43-007-30423-00-00	USA 15-177	Gas Well	P	15	14	S	9	E
43-007-30690-00-00	USA 15-420	Gas Well	Р	15	15	S	8	Ē
43-007-30691-00-00	USA 15-422	Gas Well	P	15	15		8	E
43-007-30264-00-00	USA 15-88	Gas Well	Р	15	14		9	Ē
43-007-30422-00-00	USA 17-179	Gas Well	Р	17	14		9	
43-007-30622-00-00	USA 17-180A	Gas Well	Р	17	14		9	Ē
43-007-30618-00-00	USA 18-181	Gas Well	Р	18	14		9	E
43-007-30417-00-00		Gas Well	Р	18	14		9	F
43-007-30619-00-00		Gas Well	Р	18	14		9	F
43-007-30393-00-00		Gas Well	Р	19	15		10	E
43-007-30392-00-00		Gas Well	Р	19	15		10	F
43-007-30448-00-00	USA 20-287	Gas Well	Р	20	15		10	
43-007-30451-00-00	USA 20-288	Gas Well	Р	20	15		10	Ē
43-007-30590-00-00	USA 20-398	Gas Well	Р	20	15		10	
43-007-30591-00-00	USA 20-399	Gas Well	Р	20	15		10	E
43-007-30424-00-00	USA 21-184	Gas Well	Р	21	14		10 l 9 l	= 1
43-007-30425-00-00	USA 21-35	Gas Well	Р	21	14		9	
43-007-30426-00-00	USA 22-185	Gas Well	Р	22	14		9	E
43-007-30477-00-00	USA 22-186	Gas Well	Р	22	14		9 1	
43-007-30700-00-00	USA 22-466	Gas Well	Р	22	15		8	
43-007-30611-00-00	USA 23-423	Gas Well	Р	23	14		8 [
43-007-30650-00-00	USA 23-445	Gas Well	Р	23	15		8 1	
43-007-30704-00-00	USA 23-451	Gas Well	Р	23	15		8 1	
43-007-30503-00-00	USA 23-467		Р	23	15		8 8	
43-007-30793-00-00	USA 23-478	Gas Well	Р	23	14		8 8	
43-007-30794-00-00	USA 23-479	Gas Well	Р	23	14		8 8	
43-007-30795-00-00	JSA 23-480		Р	23	14		8 8	
43-007-30469-00-00	JSA 24-183	Gas Well	Р	24	14		8 8	
43-007-30612-00-00	JSA 24-387		Р	24	14		8 8	
43-007-30613-00-00			P	24	14		8 6	
43-007-30651-00-00			P	24	15		8 8	
43-007-30648-00-00			P	24	15		8 E	
43-007-30708-00-00			P	24	14		8 8	
43-007-30652-00-00			P	24	15		8 6	
43-007-30705-00-00			P	24	15		8 8	
43-007-30505-00-00 L			P	25	15		8 6	
43-007-30614-00-00			P	26	14		8 E	
		242 11011	<u> </u>		171		U	



API Well Number	Well Name	Well Type	Well Status	Sec	Twpn	Twpd	Rngn	Rngd
43-007-30430-00-00	UTAH 06-223	Gas Well	Р	6	15			E
43-007-30562-00-00	UTAH 06-330	Gas Well	Р	6	15	S	9	E
43-007-30716-00-00	UTAH 06-483	Gas Well	Р	6	15	S	9	E
43-007-30409-00-00	UTAH 07-234	Gas Well	Р	7	15	S		Ε
43-007-30421-00-00	UTAH 07-235	Gas Well	Р	7	15	S	9	E
43-007-30411-00-00	UTAH 08-231	Gas Well	Р	8	15	S	9	
43-007-30488-00-00	UTAH 08-233	Gas Well	Р	8	15	S	9	Ε
43-015-30464-00-00	UTAH 08-354	Gas Well	Р	8	16	S	9	E
43-015-30378-00-00	UTAH 08-355	Gas Well	Р	8	16		9	Е
43-015-30379-00-00	UTAH 08-356	Gas Well	Р	8	16	S	9	E
43-015-30380-00-00	UTAH 08-357	Gas Well	Р	8	16	S	9	
43-007-30449-00-00	UTAH 09-227	Gas Well	Р	9	15	S	9	Е
43-007-30561-00-00	UTAH 09-329	Gas Well	Р	9	15	S	9	Е
43-015-30300-00-00	UTAH 09-358	Gas Well	Р	9	16	S	9	E
43-015-30407-00-00	UTAH 09-359	Gas Well	Р	9	16	S		E
43-015-30397-00-00	UTAH 09-360	Gas Well	Р	9	16	S	9	Е
43-015-30408-00-00	UTAH 09-361	Gas Well	Р	9	16	S	9	E
43-007-30580-00-00	UTAH 09-412	Gas Well	Р	9	15	S	10	Е
43-007-30605-00-00	UTAH 09-413	Gas Well	Р	9	15	S	10	E
43-007-30657-00-00	UTAH 09-450	Gas Well	Р	9	15	S	10	E
43-007-30722-00-00	UTAH 09-453	Gas Well	Р	9	15	S	10	Е
43-007-30302-00-00	UTAH 10-01-36	Gas Well	Р	10	15	S	9	E
43-007-30298-00-00	UTAH 10-219	Gas Well	Р	10	15		9	E
43-007-30432-00-00	UTAH 10-220	Gas Well	Р	10	15	S	9	Е
43-007-30303-00-00	UTAH 10-221	Gas Well	Р	10	15		9	
43-007-30228-00-00		Gas Well	Р	11	15		9	
43-007-30229-00-00	UTAH 11-51	Gas Well	Р	11	15		9	
43-007-30230-00-00	UTAH 11-52	Gas Well	Р	11	15		9	
43-007-30231-00-00		Gas Well	Р	11	15		9	
43-007-30467-00-00		Gas Well	Р	1	15		8	E
43-007-30210-00-00		Gas Well	Р	12	15		9	
43-007-30232-00-00		Gas Well	P	12	15		9	
43-007-30233-00-00		Gas Well	P	12	15		9	
43-007-30234-00-00		Gas Well	Р	12	15		9	
43-015-30493-00-00		Gas Well	P	13	16		8	E
43-015-30301-00-00			P	13	16		8	
43-007-30243-00-00			P	13	15	1	9	
43-007-30244-00-00			Ρ	13	15		9	
43-007-30245-00-00			P	13	15		9	
43-007-30246-00-00			Р	13	15		9	
43-007-30439-00-00	· · · · · · · · · · · · · · · · · · ·		Р	13	14		9	
43-007-30220-00-00			Р	1	15		9	
43-007-30221-00-00			Р	1	15		9	
43-007-30222-00-00			Р	1	15		9	
43-007-30223-00-00			P	1	15		9	
43-015-30330-00-00			Р	14	16		8	
43-015-30331-00-00			P	14	16		8	
43-007-30239-00-00			Р	14	15		9	
43-007-30240-00-00			P	14	15		9	<u> </u>
43-007-30241-00-00			Р	14	15		9	
43-007-30242-00-00			P	14	15		9	
43-015-30334-00-00			Р	15	16		8	
43-007-30416-00-00			Р	17	15		10	
43-007-30277-00-00	UTAH 17-102	Gas Well	Ρ	17	15	S	10	E



Utah Well List as of 12/26/02

API Well Number	Well Name	Moll Typ	e Well Status	600	Tire	Tuesd	0	D
43-007-30255-00-00		Gas Well		24				
43-007-30255-00-00		Gas Well		24			9	E
43-007-30250-00-00		Gas Well		24	15			E
43-007-30207-00-00		Gas Well		24	15			E
43-007-30373-00-00		Gas Well		24	15			E
43-007-30227-00-00				25		1	9	E
43-007-30157-00-00	L	Gas Well	P	25	14			
43-007-30399-00-00		Gas Well	P		15		9	E E
43-007-30400-00-00		Gas Well Gas Well	P	25	15 15			E
43-007-30401-00-00	<u></u>	Gas Well	P	25	15		9	E
43-007-30402-00-00			P	25				E
43-007-30500-00-00		Gas Well	P	25	14		8	E
		Gas Well	P	25	14			
43-007-30658-00-00		Gas Well		25	14		8	E
43-007-30602-00-00		Gas Well	Р	25	14			E
43-007-30206-00-00		Gas Well	P	25	14			E
43-015-30519-00-00		Gas Well	Р	25	16		8	
43-007-30156-00-00		Gas Well	P	25	14		9	
43-007-30204-00-00		Gas Well	P	26	14		9	
43-007-30205-00-00		Gas Well	Р	26	14		9	
43-007-30181-00-00		Gas Well	P	26	14		9	
43-007-30446-00-00		Gas Well	P	26	15		9	
43-007-30445-00-00		Gas Well	Р	26	15		9	
43-007-30444-00-00		Gas Well	Р	26	15	S	9	느
43-007-30514-00-00		Gas Well	P	26	15		9	<u>E</u>
43-015-30541-00-00		Gas Well	P	26	16			E
43-015-30542-00-00		Gas Well	Р	26	16			E
43-015-30544-00-00		Gas Well	Р	26	16		8	
43-007-30202-00-00		Gas Well	P	26	14		9	
43-007-30395-00-00		Gas Well	Р	27	14		9	
43-007-30292-00-00		Gas Well	Р	27	14		9	E
43-007-30457-00-00		Gas Well	Р	27	15		9	
43-007-30458-00-00		Gas Well	P	27	15		9	
43-007-30712-00-00		Gas Well	Р	27	14		8	
43-007-30714-00-00		Gas Well	Р	27	14		8	
43-007-30777-00-00		Gas Well	Р	27	14		8	
43-015-30545-00-00		Gas Well	P	27	16		8	
43-007-30193-00-00		Gas Well	Р	27	14		9	
43-007-30186-00-00		Gas Well	P	27	14		9	
43-007-30396-00-00		Gas Well	P	28	14		9	
43-007-30397-00-00		Gas Well	Р	28	14		9	
43-007-30293-00-00	T	Gas Well	P	28	14		9	
43-007-30294-00-00		Gas Well	Р	28	14		9	
43-007-30551-00-00		Gas Well	P	28	15		9	
43-007-30560-00-00		Gas Well	Р	_28	15		9	<u> </u>
43-007-30405-00-00		Gas Well	Р	29	14		9	
43-007-30427-00-00		Gas Well	Р	29	14		9	
43-007-30739-00-00		Gas Well	Р	29	15		9	
43-007-30740-00-00		Gas Well	Р	29	15		9	
43-007-30741-00-00		Gas Well	Р	29	15		9	
43-007-30742-00-00		Gas Well	Р	29	15		9	
43-007-30262-00-00		Gas Well	Р	30	14		10	
43-007-30185-00-00		Gas Well	Р	30	14		10	
43-007-30265-00-00		Gas Well	Р	30	14		9	
43-007-30344-00-00	UTAH 30-196	Gas Well	Р	30	14	S	9	Ε



Utah Well List as of 12/26/02

API Well Number	Well Name	Well Type	Well Status		Twpn	Twpd	Rngn	Rngd
43-007-30178-00-00	UTAH 36-1-2	Gas Well	Р	36	14			Ε
43-007-30341-00-00	UTAH 36-135	Gas Well	Р	36	15	S		Ε
43-007-30343-00-00	UTAH 36-136	Gas Well	Р	36	15	S	9	E
43-007-30342-00-00	UTAH 36-137	Gas Well	Р	36	15	S	9	Е
43-007-30315-00-00	UTAH 36-162	Gas Well	Р	36	14	S	8	E
43-007-30316-00-00	UTAH 36-163	Gas Well	Р	36	14			E
43-007-30317-00-00	UTAH 36-164	Gas Well	Р	36	14	S		E
43-007-30318-00-00	UTAH 36-165	Gas Well	Р	36	14		8	Е
43-007-30144-00-00	UTAH 36-9-5	Gas Well	Р	36	14		. 9	E
43-015-30341-00-00	UTAH 4-280	Gas Well	Р	4	16	S	9	E
43-015-30342-00-00	UTAH 4-282	Gas Well	Р	4	16	S		E
43-007-30384-00-00	UTAH 5-205	Gas Well	Р	5	15	S	9	E
43-007-30269-00-00	UTAH 5-94	Gas Well	Р	5	15		10	E
43-007-30270-00-00	UTAH 5-95	Gas Well	Р	5	15	S	10	
43-007-30271-00-00	UTAH 5-96	Gas Well	Р	5	15	S	10	E
43-007-30217-00-00	UTAH 6-38	Gas Well	Р	6	15	S	10	E
43-007-30218-00-00	UTAH 6-39	Gas Well	Р	6	15	S	10	E
43-007-30219-00-00	UTAH 6-40	Gas Well	Р	6	15	S	10	E
43-007-30254-00-00	UTAH 6-41	Gas Well	P	6	15	S	10	E
43-007-30235-00-00	UTAH 7-57	Gas Well	Р	7	15		10	E
43-007-30236-00-00		Gas Well	Р	7	15		10	
43-007-30237-00-00	UTAH 7-59	Gas Well	P	7	15		10	
43-007-30238-00-00		Gas Well	Р	7	15	S	10	E
43-007-30275-00-00		Gas Well	Р	8	15		10	
43-007-30410-00-00			Р	8	15			E
43-007-30272-00-00	UTAH 8-97	Gas Well	P	8	15		10	
43-007-30285-00-00			Р	8	15		10	
43-007-30274-00-00			Р	8	15		10	
43-007-30413-00-00		Gas Well	P	9	15			E
43-007-30414-00-00			Р	9	15			E
43-007-30279-00-00	WILLIAMS 30-78	Gas Well	Р	30	14		10	E
		Gas Well	P	5	15		10	
43-015-30250-00-00	UTAH 16-110	Gas Well	Shut_In	16	16	S	9	E



United States Department of the Interior

BUREAU OF LAND MANAGEMENT Eastern States Office 7450 Boston Boulevard Springfield, Virginia 22153

IN REPLY REFER TO 3106.8(932.34)WF

January 16, 2003

NOTICE

ConocoPhillips Company P.O. Box 7500 Bartlesville, Oklahoma 74005 Oil & Gas Leases

Merger/Name Change Recognized

Acceptable evidence was received in this office on January 14, 2003, concerning the change of name of Phillips Petroleum Company to ConocoPhillips Company and the merger of Conoco Incorporated into ConocoPhillips Company on Federal oil and gas leases, with ConocoPhillips Company being the surviving entity.

The Secretary of the State of Delaware certified the effective date of this merger effective December 31, 2002.

The oil and gas lease files identified on the enclosed exhibit have been noted to the merger. The exhibit was compiled from a list of leases obtained from your list of leases. Eastern States has not abstracted the lease files to determine if the entities affected by this merger hold an interest in the leases identified nor have we attempted to identify leases where the entities are the operator on the ground maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of this merger and name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

By Operation of law the name of the principal on Nationwide Oil and Gas Bond held by Conoco Incorporated (ES0085) has been changed to ConocoPhillips Company.

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/W. Mert B. Fisher

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning, Use
and Protection

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH 2. CDW

3. FILE

Change of Operator (Well Sold)

The operator of the well(s) listed below has changed, effective:

Designation of Agent/Operator

Operator Name Change

X Merger

12-31-02

FROM: (Old Operator):		TO: (New O	perator):	•		_
PHILLIPS PETROLEUM COMPANY	7	CONOCOPHII	LLIPS CON	IPANY		
Address: 980 PLAZA OFFICE]	Address: P O E	OX 2197,	WL3 4066		
BARTLESVILLE, OK 74004		HOUSTON, T				
Phone: 1-(918)-661-4415		Phone: 1-(832)				
Account No. N1475		Account No.	N2335			
CA No	•	Unit:	DRUNKA	RDS WASI	H	
WELL(S)						
	SEC TWN	API NO	ENTITY	LEASE	WELL	WELL
NAME	RNG	ł	NO	TYPE	TYPE	STATUS
UTAH 02-169	02-15S-08E	43-007-30308		STATE	GW	P
UTAH 02-166	02-15S-08E	43-007-30337	11256	STATE	GW	P
UTAH 02-167	02-15S-08E	43-007-30338	11256	STATE	GW	P
UTAH 02-168	02-15S-08E	43-007-30339	11256	STATE	GW	P
USA 03-442	03-15S-08E	43-007-30710	11256	FEDERAL	GW	P
USA 03-249	03-15S-08E	43-007-30715	11256	FEDERAL	GW	P
USA 10-250	10-15S-08E	43-007-30461	11256	FEDERAL	GW	P
USA 11-245	11-15S-08E	43-007-30462	11256	FEDERAL	GW	P
USA 11-244	11-15S-08E	43-007-30463	11256	FEDERAL	GW	P
USA 11-324	11-15S-08E	43-007-30575	11256	FEDERAL	GW	P
USA 11-441	11-15S-08E	43-007-30649	11256	FEDERAL		P
USA 12-322	12-15S-08E	43-007-30576	11256	FEDERAL	GW	P
USA 12-323		43-007-30577		FEDERAL	GW	P
USA 12-342	12-15S-08E	43-007-30482	11256	FEDERAL	GW	P
USA 12-243	12-15S-08E	43-007-30486	11256	FEDERAL	GW	P
USA 13-327	13-15S-08E	43-007-30578	11256	FEDERAL	GW	P
USA 13-326	13-15S-08E	43-007-30581	11256	FEDERAL	GW	P
USA 13-419	13-15S-08E	43-007-30631	11256	FEDERAL	GW	P
USA 13-418	13-15S-08E	43-007-30645	11256	FEDERAL	GW	P
USA 14-386	14-15S-08E	43-007-30634	11256	FEDERAL	GW	P
OPERATOR CHANGES DOCUMENTATION Enter date after each listed item is completed 1. (R649-8-10) Sundry or legal documentation was received	from the FOR	MER operator	on:	01/08/2003		
2. (R649-8-10) Sundry or legal documentation was received		•	01/08/2003	-		
3. The new company has been checked through the Departn			-			02/03/2003
4. Is the new operator registered in the State of Utah:	YES	Business Numb	er:	562960-0143	3	
5. If NO , the operator was contacted contacted on:						

6.	(R649-9-2)Waste Management Plan has been received on: <u>IN PLACE</u>
7.	Federal and Indian Lease Wells: The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 01/14/2003
8.	Federal and Indian Units: The BLM or BIA has approved the successor of unit operator for wells listed on: 01/14/2003
9.	Federal and Indian Communization Agreements ("CA"): The BLM or BIA has approved the operator for all wells listed within a CA on: 01/14/2003
10	b. Underground Injection Control ("UIC") The Division has approved UIC Form 5, Transfer of Authority to Inject, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A
D	ATA ENTRY:
1.	Changes entered in the Oil and Gas Database on: 02/10/2003
2.	Changes have been entered on the Monthly Operator Change Spread Sheet on: <u>02/10/2003</u>
3.	Bond information entered in RBDMS on: N/A
4.	Fee wells attached to bond in RBDMS on: N/A
S 7	State well(s) covered by Bond Number: 8140-60-24
	EDERAL WELL(S) BOND VERIFICATION: Federal well(s) covered by Bond Number: 8015-16-69
IN 1.	DIAN WELL(S) BOND VERIFICATION: Indian well(s) covered by Bond Number: N/A
	EE WELL(S) BOND VERIFICATION: (R649-3-1) The NEW operator of any fee well(s) listed covered by Bond Number 6196922
	The FORMER operator has requested a release of liability from their bond on: N/A The Division sent response by letter on: N/A
	EASE INTEREST OWNER NOTIFICATION: (R649-2-10) The FORMER operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A
CC	DMMENTS:

STATE OF LITAH

	STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES	FORW 9
_	5. LEASE DESIGNATION AND SERIAL NUMBER:	
Ī	ML-43033	
SUNDRY	NOTICES AND REPORTS ON WELLS	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill no drill horizontal la	7. UNIT of CA AGREEMENT NAME: Drunkards Wash UTU-67921X	
1. TYPE OF WELL OIL WELL		8. WELL NAME and NUMBER: Utah 2-166
2. NAME OF OPERATOR:		9. API NUMBER:
ConocoPhillips Company		4300730337
3. ADDRESS OF OPERATOR:	PHONE NUMBER:	10. FIELD AND POOL, OR WILDCAT: Drunkards Wash
P. O. Box 51810	Midland STATE TX ZIP 79710-1810 (432) 688-6943	Drunkards wash
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1219'	FNL & 1738' FEL	COUNTY: Carbon
QTR/QTR, SECTION, TOWNSHIP, RAN	W - a Da 485 5 4 . 5 . Vita I C V - a Addition I C V - a	STATE: UTAH
CHECK VDD	ROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPO	ORT OR OTHER DATA
	TYPE OF ACTION	
TYPE OF SUBMISSION	ACIDIZE DEEPEN	REPERFORATE CURRENT FORMATION
NOTICE OF INTENT (Submit in Duplicate)	ALTER CASING FRACTURE TREAT	SIDETRACK TO REPAIR WELL
Approximate date work will start:	CASING REPAIR NEW CONSTRUCTION	TEMPORARILY ABANDON
• • • • • • • • • • • • • • • • • • • •	CHANGE TO PREVIOUS PLANS OPERATOR CHANGE	TUBING REPAIR
	CHANGE TUBING PLUG AND ABANDON	VENT OR FLARE
SUBSEQUENT REPORT	CHANGE WELL NAME PLUG BACK	WATER DISPOSAL
(Submit Original Form Only)	CHANGE WELL STATUS PRODUCTION (START/RESUME)	WATER SHUT-OFF
Date of work completion:	COMMINGLE PRODUCING FORMATIONS RECLAMATION OF WELL SITE	✓ отнек: Remedial
3/8/2007	CONVERT WELL TYPE RECOMPLETE - DIFFERENT FORMATION	
12. DESCRIBE PROPOSED OR CO	DMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volun	nes, etc.
	nd latched onto polished rod. Laid down rod. NU WH, picked up	
unit. Tested pump. RD.	lu laterieu onto polistieu rou. Late down rou. No Wil, piekeu ap	The periodica for an angger up
unit. Tested pump. 115.		

NAME (PLEASE PRINT) Donna Williams	Sr. Regulatory Analyst
SIGNATURE	DATE 413107

(This space for State use only)

RECEIVED APR U 5 2007